

**Exhibit B**

**Monthly Statements**

UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO

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In re:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND MANAGEMENT  
BOARD FOR PUERTO RICO,

No. 17 BK 3283-LTS

as representative of

(Jointly Administered)

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.<sup>1</sup>

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IN RE:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

No. 17 BK 3566-LTS

as representative of

THE EMPLOYEES RETIREMENT SYSTEM OF THE  
GOVERNMENT OF THE COMMONWEALTH OF  
PUERTO RICO,

Debtor.

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**COVER SHEET TO FOURTEENTH MONTHLY FEE APPLICATION OF PROSKAUER  
ROSE LLP FOR COMPENSATION FOR FEES AND SERVICES RENDERED OUTSIDE  
OF PUERTO RICO AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE  
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS  
REPRESENTATIVE OF DEBTOR, EMPLOYEES RETIREMENT SYSTEM  
(“ERS”), FOR THE PERIOD JUNE 1, 2018 THROUGH JUNE 30, 2018**

**ALL FEES AND SERVICES IN THIS MONTHLY FEE STATEMENT WERE  
INCURRED OUTSIDE OF PUERTO RICO**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

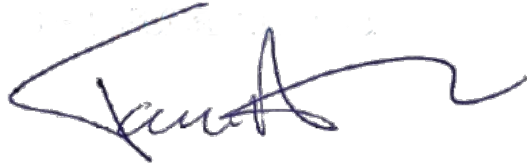
Name of Applicant:	<u>Proskauer Rose LLP (“Proskauer”)</u>
Authorized to Provide Professional Services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to <u>PROMESA Section 315(b)</u>
Period for which compensation and reimbursement for fees and services outside of Puerto Rico is sought:	<u>June 1, 2018 through June 30, 2018</u>
Amount of compensation sought as actual, reasonable and necessary:	<u>\$43,592.30</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$1,713.44</u>
Total Amount for these Invoices:	<u>\$45,305.74</u>

This is a: X monthly \_\_\_ interim \_\_\_ final application.

This is Proskauer’s fourteenth monthly fee application in these cases and is for fees and services rendered outside of Puerto Rico.

**Principal Certification**

I hereby authorize the submission of this Monthly Fee Statement for June 2018.

A handwritten signature in dark ink, appearing to read 'Jaime A. El Koury', is positioned above a horizontal line.

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Jaime A. El Koury  
General Counsel to the Financial Oversight and  
Management Board for Puerto Rico

On July 20, 2018 Sent to:

**FOMB:**

Financial Oversight and Management Board  
40 Washington Square South  
Office 314A  
New York, NY 10012  
Attn: Professor Arthur J. Gonzalez  
FOMB Board Member

O'Neill & Borges LLC  
250 Muñoz Rivera Ave., Suite 800  
San Juan, PR 00918  
Attn: Hermann D. Bauer, Esq.

**Office of United States Trustee**

Office of the United States Trustee for the District of  
Puerto Rico  
Edificio Ochoa, 500 Tanca Street, Suite 301  
San Juan, PR 00901  
(In re: Commonwealth of Puerto Rico)

Office of the United States Trustee for Region 21  
75 Spring Street, SW, Room 362  
Atlanta, GA 30303  
Attn: Guy G. Gebhardt  
Acting United States Trustee (Region 21)  
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Unsecured  
Creditors:**

Paul Hastings LLP  
200 Park Avenue  
New York, NY 10166  
Attn: Luc. A. Despina, Esq.

Casillas, Santiago & Torres, LLC  
El Caribe Office Building  
53 Palmeras Street, Ste. 1601  
San Juan, Puerto Rico 00901-2419  
Attn: Juan J. Casillas Ayala, Esq.  
Alberto J. E. Añeses Negrón, Esq.

**Co-Counsel for the Fee Examiner**

Godfrey & Kahn S.C.  
One East Main Street, Suite 500  
Madison, WI 53703  
Attn: Katherine Stadler

EDGE Legal Strategies, PSC  
252 Ponce de León Avenue  
Citibank Tower, 12<sup>th</sup> Floor  
San Juan, PR 00918  
Attn: Eyck O. Lugo

**Co-Counsel for AAFAF:**

O'Melveny & Myers LLP,  
Times Square Tower  
7 Times Square  
New York, NY 10036  
Attn: John J. Rapisardi, Esq.  
Suzanne Uhland, Esq.  
Diana M. Perez, Esq.

Marini Pietrantonio Muñoz LLC  
MCS Plaza, Suite 500  
255 Ponce de León Ave  
San Juan, PR 00917  
Attn: Luis C. Marini-Biaggi, Esq.  
Carolina Velaz-Rivero, Esq.

**Co-Counsel for the Official Committee of Retirees:**

Jenner & Block LLP  
919 Third Avenue  
New York, NY 10022-3908  
Attn.: Robert Gordon, Esq.  
Richard Levin, Esq.

Jenner & Block LLP  
353 N. Clark Street  
Chicago, IL 60654  
Attn.: Catherine Steege, Esq.  
Melissa Root, Esq.

Bennazar, García & Milián, C.S.P.  
Edificio Union Plaza, PH-A  
416 Avenida Ponce de León  
Hato Rey, PR 00918  
Attn.: A.J. Bennazar-Zequeira, Esq.

**Puerto Rico Department of Treasury**

PO Box 9024140  
San Juan, PR 00902-4140  
Attn: Reylam Guerra Goderich, Deputy Assistant of  
Central Accounting  
Omar E. Rodríguez Pérez, CPA, Assistant  
Secretary of Central Accounting  
Angel L. Pantoja Rodríguez, Deputy Assistant of  
Internal Revenue and Tax Policy  
Francisco Parés Alicea, Assistant Secretary of  
Internal Revenue and Tax Policy  
Francisco Peña Montañez, CPA, Assistant  
Secretary of the Treasury

Summary of Fees for the Period June 1, 2018 through June 30, 2018

ERS – General			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
202	Legal Research	0.80	\$607.20
204	Communications with Claimholders	0.30	\$227.70
205	Communications with the Commonwealth and its Representatives of the Commonwealth or its Instrumentalities	0.30	\$227.70
210	Analysis and Strategy	0.30	\$227.70
212	General Administration	0.10	\$26.00
218	Employment and Fee Applications	13.80	\$5,633.90
<b>Total</b>		<b>15.60</b>	<b>\$6,950.20</b>

ERS – Altair			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
203	Hearings and Other Non-Filed Communications with the Court	19.30	\$14,648.70
207	Non-Board Court Filings	10.20	\$7,741.80
210	Analysis and Strategy	13.30	\$10,094.70
211	Non-Working Travel Time	3.00	\$2,277.00
212	General Administration	1.10	\$286.00
214	Legal/Regulatory Matters	2.10	\$1,593.90
<b>Total</b>		<b>49.00</b>	<b>\$36,642.10</b>

Summary of Fees for the Period June 1, 2018 through June 30, 2018

**ACROSS ALL ERS-RELATED MATTERS**

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jeffrey W. Levitan	Partner	BSGR & B	\$759.00	5.50	\$4,174.50
Jonathan E. Richman	Partner	Litigation	\$759.00	1.80	\$1,366.20
Kevin J. Perra	Partner	Litigation	\$759.00	9.70	\$7,362.30
Michael E. Firestein	Partner	Litigation	\$759.00	0.20	\$151.80
Paul Possinger	Partner	BSGR & B	\$759.00	2.00	\$1,518.00
Ralph C. Ferrara	Partner	Litigation	\$759.00	0.20	\$151.80
Steven O. Weise	Partner	BSGR & B	\$759.00	1.10	\$834.90
Timothy W. Mungovan	Partner	Litigation	\$759.00	1.20	\$910.80
Elliot Stevens	Associate	BSGR & B	\$759.00	1.00	\$759.00
Joshua A. Esses	Associate	BSGR & B	\$759.00	0.20	\$151.80
Mee R. Kim	Associate	Litigation	\$759.00	3.90	\$2,960.10
Michael R. Hackett	Associate	Litigation	\$759.00	11.40	\$8,652.60
William D. Dalsen	Associate	Litigation	\$759.00	15.50	\$11,764.50
<b>TOTAL</b>				<b>53.70</b>	<b>\$40,758.30</b>

Legal Assistants	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Angelo Monforte	Legal Assistant	Litigation	\$260.00	0.40	\$104.00
Lawrence T. Silvestro	Legal Assistant	Litigation	\$260.00	0.10	\$26.00
Natasha Petrov	Legal Assistant	Corporate	\$260.00	9.70	\$2,522.00
Tayler M. Sherman	Legal Assistant	Litigation	\$260.00	0.60	\$156.00
Tiffany Miller	Legal Assistant	Labor & Employment	\$260.00	0.10	\$26.00
<b>TOTAL</b>				<b>10.90</b>	<b>\$2,834.00</b>

<b>SUMMARY OF LEGAL FEES</b>	<u><b>Hours</b></u> <b>64.60</b>	<u><b>Fees</b></u> <b>\$43,592.30</b>
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Summary of Disbursements for the Period June 1, 2018 through June 30, 2018

**ACROSS ALL ERS-RELATED MATTERS**

<b>EXPENSE CATEGORY</b>	<b>AMOUNTS</b>
Reproduction	\$53.80
Transcripts & Depositions	\$477.00
Taxi, Carfare, Mileage and Parking	\$52.47
Out of Town Transportation	\$132.80
Out of Town Meals	\$122.05
Airplane	\$532.07
Lodging	\$343.25
<b>Total</b>	<b>\$1,713.44</b>



Proskauer requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$39,233.07 and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$1,713.44, for service rendered outside of Puerto Rico) in the total amount of \$40,946.51.

### Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, Proskauer Rose LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

I further certify that, with respect to the fees and services rendered pursuant to this monthly fee statement, (i) Proskauer Rose LLP was not doing business in Puerto Rico and (ii) the services rendered by Proskauer Rose LLP were not performed in Puerto Rico.



Ann M. Ashton (*pro hac vice*)

Proskauer Rose LLP  
1001 Pennsylvania Avenue, NW  
Suite 600 South  
Washington, DC 20004-2533  
Tel: (202) 416-5825  
Fax: (202) 416-6899

## **Exhibit A**

33260 FOMB

Invoice 170159832

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

Page 1

Summary of Time Billed by Task		Hours	Value
202	Legal Research	0.80	\$607.20
204	Communications with Claimholders	0.30	\$227.70
205	Communications with the Commonwealth and its Representatives	0.30	\$227.70
210	Analysis and Strategy	0.30	\$227.70
212	General Administration	0.10	\$26.00
218	Employment and Fee Applications	13.80	\$5,633.90
Total		15.60	\$6,950.20

33260 FOMB

Invoice 170159832

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

Page 2

**Legal Research -- 202**

Date	Timekeeper	Task	Description	Hours	Amount
06/18/18	Elliot Stevens	202	Review and revise third interim fee application.	0.40	\$303.60
06/28/18	Elliot Stevens	202	Review and revise ERS third interim fee application.	0.40	\$303.60
<b>Legal Research</b>				<b>0.80</b>	<b>\$607.20</b>

**Communications with Claimholders -- 204**

Date	Timekeeper	Task	Description	Hours	Amount
06/27/18	Paul Possinger	204	Review letter from bond counsel regarding adequate protection demand.	0.30	\$227.70
<b>Communications with Claimholders</b>				<b>0.30</b>	<b>\$227.70</b>

**Communications with the Commonwealth and its Representatives -- 205**

Date	Timekeeper	Task	Description	Hours	Amount
06/25/18	Paul Possinger	205	Review letter to AAFAF regarding ERS data.	0.30	\$227.70
<b>Communications with the Commonwealth and its Representatives</b>				<b>0.30</b>	<b>\$227.70</b>

**Analysis and Strategy -- 210**

Date	Timekeeper	Task	Description	Hours	Amount
06/20/18	Steven O. Weise	210	Review issues regarding filing of UCC continuation statements.	0.30	\$227.70
<b>Analysis and Strategy</b>				<b>0.30</b>	<b>\$227.70</b>

**General Administration -- 212**

Date	Timekeeper	Task	Description	Hours	Amount
06/12/18	Tiffany Miller	212	Obtain copy of ERS hearing transcript per L. Stafford.	0.10	\$26.00
<b>General Administration</b>				<b>0.10</b>	<b>\$26.00</b>

**Employment and Fee Applications -- 218**

Date	Timekeeper	Task	Description	Hours	Amount
06/01/18	Mee R. Kim	218	Review draft invoice details for February monthly fee statement preparation.	0.80	\$607.20

33260 FOMB

Invoice 170159832

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

Page 3

Date	Timekeeper	Task	Description	Hours	Amount
06/05/18	Mee R. Kim	218	Review February draft invoice for monthly fee statement preparation (1.40); E-mails with Finance Department regarding same (0.40); Teleconference with Finance Department regarding same (0.10).	1.90	\$1,442.10
06/06/18	Mee R. Kim	218	Revise February 2018 monthly fee statement per amended interim compensation order.	0.90	\$683.10
06/07/18	Natasha Petrov	218	Begin drafting Proskauer third interim fee application.	1.20	\$312.00
06/07/18	Mee R. Kim	218	Revise draft February 2018 monthly fee statement.	0.30	\$227.70
06/18/18	Natasha Petrov	218	Continue drafting third interim fee application.	1.80	\$468.00
06/19/18	Natasha Petrov	218	Continue drafting third interim fee application.	1.40	\$364.00
06/20/18	Elliot Stevens	218	Revise third interim fee application.	0.20	\$151.80
06/21/18	Natasha Petrov	218	Continue drafting Proskauer third interim fee application.	1.70	\$442.00
06/27/18	Natasha Petrov	218	Continue drafting Proskauer third interim fee application.	2.70	\$702.00
06/28/18	Natasha Petrov	218	Continue drafting Proskauer third interim fee application.	0.90	\$234.00
<b>Employment and Fee Applications</b>				<b>13.80</b>	<b>\$5,633.90</b>
<b>Total for Professional Services</b>					<b>\$6,950.20</b>

33260 FOMB

Invoice 170159832

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD  
MEMBER

0007 PROMESA TITLE III: ERS

Page 4

**Timekeeper Summary**

<b>Timekeeper</b>	<b>Status</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
PAUL POSSINGER	PARTNER	0.60	759.00	\$455.40
STEVEN O. WEISE	PARTNER	0.30	759.00	\$227.70
<b>Total for PARTNER</b>		<b>0.90</b>		<b>\$683.10</b>
ELLIOT STEVENS	ASSOCIATE	1.00	759.00	\$759.00
MEE R. KIM	ASSOCIATE	3.90	759.00	\$2,960.10
<b>Total for ASSOCIATE</b>		<b>4.90</b>		<b>\$3,719.10</b>
NATASHA PETROV	LEGAL ASSISTANT	9.70	260.00	\$2,522.00
TIFFANY MILLER	LEGAL ASSISTANT	0.10	260.00	\$26.00
<b>Total for LEGAL ASSISTANT</b>		<b>9.80</b>		<b>\$2,548.00</b>
<b>Total</b>		<b>15.60</b>		<b>\$6,950.20</b>
<b>Total Amount for this Matter</b>				<b>\$6,950.20</b>

33260 FOMB

Invoice 170159833

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III – ALTAIR

Page 1

Summary of Time Billed by Task		Hours	Value
203	Hearings and other non-filed communications with the Court	19.30	\$14,648.70
207	Non-Board Court Filings	10.20	\$7,741.80
210	Analysis and Strategy	13.30	\$10,094.70
211	Non-Working Travel Time	3.00	\$2,277.00
212	General Administration	1.10	\$286.00
214	Legal/Regulatory Matters	2.10	\$1,593.90
Total		49.00	\$36,642.10

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PAYMENT MAY BE MADE BY WIRE TO:  
CITIBANK, N.A., 111 WALL STREET, NEW YORK, NY 10005  
ACCOUNT NO. 02838341  
ABA NO. 021-000089  
INTERNATIONAL SWIFT NO. CITIUS33  
REFERENCE: 33260.0045



**Hearings and other non-filed communications with the Court -- 203**

Date	Timekeeper	Task	Description	Hours	Amount
06/04/18	Kevin J. Perra	203	Communications with team regarding Altair hearing.	0.10	\$75.90
06/11/18	William D. Dalsen	203	Prepare for hearing in Altair v. US matter before Court of Federal Claims (1.10); Attend hearing on same (6.20).	7.30	\$5,540.70
06/11/18	Kevin J. Perra	203	Review and analyze report from hearing on Altair v. USA (0.30); Review complaint and briefs for same (0.80).	1.10	\$834.90
06/11/18	Michael R. Hackett	203	Correspondence with legal team regarding Court of Federal Claims hearing.	0.70	\$531.30
06/12/18	Kevin J. Perra	203	Further analysis of Altair v. USA hearing (0.30); Review briefs for same (0.60); E-mails with team regarding same (0.20).	1.10	\$834.90
06/12/18	William D. Dalsen	203	Correspondence with team regarding Altair v. US hearing (0.20); Summarize key events from Altair v. US hearing (0.20).	0.40	\$303.60
06/12/18	Michael A. Firestein	203	Review correspondence on ERS hearing issues.	0.20	\$151.80
06/12/18	Jeffrey W. Levitan	203	Review summary of Court of Claims hearing and related e-mails.	0.30	\$227.70
06/12/18	Paul Possinger	203	E-mails with K. Perra, et. al., regarding argument in Altair v USA hearing.	0.20	\$151.80
06/19/18	Timothy W. Mungovan	203	Communications with W. Dalsen and S. Ratner regarding hearing on United States' motion to dismiss Altair's complaint in Court of Federal Claims.	0.30	\$227.70
06/19/18	Jeffrey W. Levitan	203	Review summary of Court of Claims argument (0.20); E-mail to B. Rosen regarding Court of Claims (0.10).	0.30	\$227.70
06/19/18	William D. Dalsen	203	Review Altair hearing transcript from Court of Federal Claims (1.90); Correspondence with team regarding same (0.30).	2.20	\$1,669.80
06/20/18	Jeffrey W. Levitan	203	Review transcript of Court of claims hearing.	1.20	\$910.80
06/21/18	Jeffrey W. Levitan	203	Review W. Dalsen e-mail regarding Court of Claims hearing (0.10); E-mail with K. Perra regarding Court of Claims hearing (0.10); Teleconference with K. Perra regarding same (0.10); E-mail B. Rosen regarding same (0.10).	0.40	\$303.60
06/21/18	Kevin J. Perra	203	Further review of Altair v. USA transcript.	0.40	\$303.60
06/21/18	Michael R. Hackett	203	Review transcript of motion to dismiss hearing in Court of Federal Claims case (1.80); Review pleadings in Court of Federal Claims case (1.10).	2.90	\$2,201.10

33260 FOMB

Invoice 170159833

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III – ALTAIR

Page 3

Date	Timekeeper	Task	Description	Hours	Amount
06/27/18	Jeffrey W. Levitan	203	Review transcript notes for Court of Claims hearing.	0.20	\$151.80
<b>Hearings and other non-filed communications with the Court</b>				<b>19.30</b>	<b>\$14,648.70</b>

**Non-Board Court Filings -- 207**

Date	Timekeeper	Task	Description	Hours	Amount
06/04/18	Michael R. Hackett	207	Review filings in Court of Federal Claims case (1.50); Correspondence regarding Court of Federal Claims case (0.30).	1.80	\$1,366.20
06/04/18	Kevin J. Perra	207	Review reply papers in Altair.	1.20	\$910.80
06/29/18	William D. Dalsen	207	Review proposed stipulated facts in Altair v. US matter (0.80); Correspondence with team regarding same (0.30).	1.10	\$834.90
06/29/18	Jonathan E. Richman	207	Review and comment on proposed stipulation of facts in Altair (1.30); Draft and review e-mails regarding same (0.40); Conference with J. Levitan regarding same (0.10).	1.80	\$1,366.20
06/29/18	Michael R. Hackett	207	Review ERS bondholders' proposed joint submission in Court of Federal Claims case.	1.20	\$910.80
06/29/18	Paul Possinger	207	Review ERS bondholder draft.	0.60	\$455.40
06/29/18	Jeffrey W. Levitan	207	Review draft stipulation (0.40); E-mails with K. Perra regarding revisions to submission (0.40).	0.80	\$607.20
06/29/18	Steven O. Weise	207	Review draft stipulation regarding facts in Altair (0.60); Provide comment on same (0.20).	0.80	\$607.20
06/30/18	Kevin J. Perra	207	Review draft submission in Altair v. USA (0.40); Review transcript of hearing in connection with same (0.30); E-mails regarding same (0.20).	0.90	\$683.10
<b>Non-Board Court Filings</b>				<b>10.20</b>	<b>\$7,741.80</b>

**Analysis and Strategy -- 210**

Date	Timekeeper	Task	Description	Hours	Amount
06/11/18	Ralph C. Ferrara	210	Review summary regarding ERS litigation in federal Claims court.	0.20	\$151.80
06/11/18	Jeffrey W. Levitan	210	Review B. Rosen e-mails regarding Court of Claims case (0.10); Review Retiree Committee claims regarding same (0.20).	0.30	\$227.70
06/19/18	Kevin J. Perra	210	Review transcript of Altair v. USA for issues regarding ERS Title III cases (0.80); Review briefs for same (0.70).	1.50	\$1,138.50

33260 FOMB

Invoice 170159833

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III – ALTAIR

Page 4

Date	Timekeeper	Task	Description	Hours	Amount
06/20/18	Jeffrey W. Levitan	210	Review e-mails regarding UCC-3 filings in Altair.	0.10	\$75.90
06/21/18	Michael R. Hackett	210	Correspondence with legal team regarding potential impact of Court of Federal Claims case on ERS cases.	0.50	\$379.50
06/22/18	Jeffrey W. Levitan	210	E-mail K. Perra regarding discussion with DOJ (0.10); E-mail C. Carney regarding DOJ discussion (0.10).	0.20	\$151.80
06/27/18	Jeffrey W. Levitan	210	Teleconference with K. Perra, C. Carney regarding Court of Claims submission (0.40); Teleconference with K. Perra regarding same (0.10); Review outline of Court of Claims submission (0.10); Review K. Perra e-mails regarding submission (0.10); E-mail to W. Dalsen regarding Court of Claims submission (0.20).	0.90	\$683.10
06/27/18	William D. Dalsen	210	Correspondence with K. Perra and J. Levitan regarding Altair v. US proceeding (0.30); Review documents regarding same (0.90).	1.20	\$910.80
06/27/18	Michael R. Hackett	210	Review list of cases potentially related to Court of Federal Claims case (0.50); Correspondence with legal team regarding DOJ's joint filing with ERS bondholders (0.50).	1.00	\$759.00
06/29/18	Michael R. Hackett	210	Correspondence with legal team regarding ERS bondholders' proposed joint submission (1.40); Review underlying filings for proposed changes to joint filing (1.70).	3.10	\$2,352.90
06/29/18	Kevin J. Perra	210	Review draft submission in Altair (1.10); E-mails with team regarding same (0.40).	1.50	\$1,138.50
06/29/18	Paul Possinger	210	Review request for joint status stipulation in Altair v USA matter (0.20); E-mails with ERS team regarding proposed Altair stipulation (0.40).	0.60	\$455.40
06/29/18	Joshua A. Esses	210	Review e-mails from M. Hackett on ERS Altair adversary proceeding updates.	0.20	\$151.80
06/29/18	Jeffrey W. Levitan	210	Review outline of possible arguments in Altair case (0.10); E-mail K. Perra regarding fact stipulation (0.10); Review M. Hackett, W. Dalsen, P. Possinger e-mails regarding Court of Claims filing (0.30); Review hearing excerpt in connection with same (0.10); E-mail J. Richman regarding stipulation (0.10); Conference with J. Richman regarding stipulation (0.10).	0.80	\$607.20

33260 FOMB

Invoice 170159833

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III – ALTAIR

Page 5

Date	Timekeeper	Task	Description	Hours	Amount
06/29/18	Timothy W. Mungovan	210	Communications with M. Hackett, W. Dalsen, K. Perra, J. Richman, J. Levitan and P. Possinger regarding proposed joint statement in Court of Claims case.	0.90	\$683.10
06/30/18	William D. Dalsen	210	Correspondence with M. Hackett regarding Altair v. US draft stipulated facts.	0.30	\$227.70
<b>Analysis and Strategy</b>				<b>13.30</b>	<b>\$10,094.70</b>

**Non-Working Travel Time -- 211**

Date	Timekeeper	Task	Description	Hours	Amount
06/10/18	William D. Dalsen	211	Travel to Washington, DC for Altair hearing in Court of Federal Claims (Total travel time is 3.50 hours).	1.70	\$1,290.30
06/11/18	William D. Dalsen	211	Travel from Washington, DC to Boston following hearing in Altair v. US at Court of Federal Claims (Total travel is 2.70 hours).	1.30	\$986.70
<b>Non-Working Travel Time</b>				<b>3.00</b>	<b>\$2,277.00</b>

**General Administration -- 212**

Date	Timekeeper	Task	Description	Hours	Amount
06/06/18	Angelo Monforte	212	Distribute supplemental briefing in Altair per J. Roche.	0.40	\$104.00
06/06/18	Taylor M. Sherman	212	Compile documents for hearing on motion to dismiss in Altair for review by W. Dalsen.	0.60	\$156.00
06/12/18	Lawrence T. Silvestro	212	Contact Federal Court of Claims for procedures on requesting transcript of proceedings.	0.10	\$26.00
<b>General Administration</b>				<b>1.10</b>	<b>\$286.00</b>

**Legal/Regulatory Matters -- 214**

Date	Timekeeper	Task	Description	Hours	Amount
06/21/18	Kevin J. Perra	214	E-mails with Department of Justice attorney regarding hearing.	0.10	\$75.90
06/27/18	Michael R. Hackett	214	Review request from DOJ regarding Court of Federal Claims case.	0.20	\$151.80
06/27/18	Kevin J. Perra	214	Call with DOJ regarding Altair v USA (0.50); Prepare for same (0.90); Review materials for same (0.20).	1.60	\$1,214.40
06/29/18	Kevin J. Perra	214	Call with DOJ regarding Altair case.	0.20	\$151.80
<b>Legal/Regulatory Matters</b>				<b>2.10</b>	<b>\$1,593.90</b>

33260 FOMB

Invoice 170159833

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III – ALTAIR

Page 6

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**Total for Professional Services**

**\$36,642.10**

33260 FOMB

Invoice 170159833

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III – ALTAIR

Page 7

**Timekeeper Summary**

<b>Timekeeper</b>	<b>Status</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
JEFFREY W. LEVITAN	PARTNER	5.50	759.00	\$4,174.50
JONATHAN E. RICHMAN	PARTNER	1.80	759.00	\$1,366.20
KEVIN J. PERRA	PARTNER	9.70	759.00	\$7,362.30
MICHAEL A. FIRESTEIN	PARTNER	0.20	759.00	\$151.80
PAUL POSSINGER	PARTNER	1.40	759.00	\$1,062.60
RALPH C. FERRARA	PARTNER	0.20	759.00	\$151.80
STEVEN O. WEISE	PARTNER	0.80	759.00	\$607.20
TIMOTHY W. MUNGOVAN	PARTNER	1.20	759.00	\$910.80
<b>Total for PARTNER</b>		<b>20.80</b>		<b>\$15,787.20</b>
JOSHUA A. ESSES	ASSOCIATE	0.20	759.00	\$151.80
MICHAEL R. HACKETT	ASSOCIATE	11.40	759.00	\$8,652.60
WILLIAM D. DALSEN	ASSOCIATE	15.50	759.00	\$11,764.50
<b>Total for ASSOCIATE</b>		<b>27.10</b>		<b>\$20,568.90</b>
ANGELO MONFORTE	LEGAL ASSISTANT	0.40	260.00	\$104.00
LAWRENCE T. SILVESTRO	LEGAL ASSISTANT	0.10	260.00	\$26.00
TAYLER M. SHERMAN	LEGAL ASSISTANT	0.60	260.00	\$156.00
<b>Total for LEGAL ASSISTANT</b>		<b>1.10</b>		<b>\$286.00</b>
<b>Total</b>		<b>49.00</b>		<b>\$36,642.10</b>

**For Charges and Disbursements**

<b>Date</b>	<b>Timekeeper</b>	<b>Type</b>	<b>Description</b>	<b>Amount</b>
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$16.80
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.10
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$1.10
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.20
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$2.40
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$3.90
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$3.30
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.30
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$3.70
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.20
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.10
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.20
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.10
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.20
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.10
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.10
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.30
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.10
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.10
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.10
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.10
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.10
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$4.70
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$5.00

33260 FOMB

Invoice 170159833

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III – ALTAIR

Page 8

Date	Timekeeper	Type	Description	Amount
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$2.40
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$5.10
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$2.70
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.10
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.10
06/06/2018	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.10
<b>Total for REPRODUCTION</b>				<b>\$53.80</b>

Date	Timekeeper	Type	Description	Amount
06/18/2018	Timothy W. Mungovan	TRANSCRIPTS & DEPOSITIONS	TRANSCRIPTS & DEPOSITIONS - - VENDOR: FOR THE RECORD INC FOR THE RECORD, INC. - SECOND ORDERING PARTY, TRANSCRIPT, 5-DAY DELIVERY, 06/11/18, ALTAIR GLOBAL CREDIT OPPORTUNITIES FUND - motion to dismiss hearing	\$477.00
<b>Total for TRANSCRIPTS &amp; DEPOSITIONS</b>				<b>\$477.00</b>

Date	Timekeeper	Type	Description	Amount
06/10/2018	William D. Dalsen	TAXI, CARFARE, MILEAGE AND PARKING	TAXI, CARFARE, MILEAGE AND PARKING Taxi Taxi/Car Service - William Dalsen Trip from home to airport for ERS trip to DC.	\$52.47
<b>Total for TAXI, CARFARE, MILEAGE AND PA</b>				<b>\$52.47</b>

Date	Timekeeper	Type	Description	Amount
06/10/2018	William D. Dalsen	OUT OF TOWN TRANSPORTATION	OUT OF TOWN TRANSPORTATION Taxi Taxi/Car Service - William Dalsen Car from DCA to office - DC trip to attend Altair v. USA Motion to Dismiss	\$41.31
06/11/2018	William D. Dalsen	OUT OF TOWN TRANSPORTATION	OUT OF TOWN TRANSPORTATION Taxi Taxi/Car Service - William Dalsen Car home from Boston - Return from DC trip to attend Altair v. USA Motion to Dismiss	\$50.00
06/11/2018	William D. Dalsen	OUT OF TOWN TRANSPORTATION	OUT OF TOWN TRANSPORTATION Taxi Taxi/Car Service - William Dalsen Car from office to airport after attending 6/11/18 Altair v. USA Hearing on Motion to Dismiss	\$41.49
<b>Total for OUT OF TOWN TRANSPORTATION</b>				<b>\$132.80</b>

33260 FOMB

Invoice 170159833

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III – ALTAIR

Page 9

Date	Timekeeper	Type	Description	Amount
06/10/2018	William D. Dalsen	OUT OF TOWN MEALS	OUT OF TOWN MEALS Meals Lunch - William Dalsen 6/10/2018 Lunch in DC to attend 6/11/18 Altair v. USA Hearing on Motion to Dismiss (Cash tip) William Dalsen	\$40.00
06/10/2018	William D. Dalsen	OUT OF TOWN MEALS	OUT OF TOWN MEALS Meals Hotel - Dinner - William Dalsen 6/10/2018 Dinner before attending 6/11/18 Altair v. USA Hearing on Motion to Dismiss.	\$40.00
06/11/2018	William D. Dalsen	OUT OF TOWN MEALS	OUT OF TOWN MEALS Meals Dinner - William Dalsen Dinner in DC to attend 6/11/18 Altair v. USA Hearing on Motion to Dismiss William Dalsen	\$10.75
06/11/2018	William D. Dalsen	OUT OF TOWN MEALS	OUT OF TOWN MEALS Meals Lunch - William Dalsen Lunch while attending 6/11/18 Altair v. USA Hearing on Motion to Dismiss William Dalsen	\$31.30
			<b>Total for OUT OF TOWN MEALS</b>	<b>\$122.05</b>

Date	Timekeeper	Type	Description	Amount
06/04/2018	William D. Dalsen	AIRPLANE	AIRPLANE Airfare - William Dalsen Flight from Boston to DC and back to attend 6/11/18 Altair v. USA Hearing on Motion to Dismiss	\$489.20
06/04/2018	William D. Dalsen	AIRPLANE	AIRPLANE Airfare Service Fee - William Dalsen Booking fee - Flight from Boston to DC and back to attend 6/11/18 Altair v. USA Hearing on Motion to Dismiss	\$6.00
06/09/2018	William D. Dalsen	AIRPLANE	AIRPLANE Airfare - William Dalsen Additional Fee for Seat Assignment - Flight from Boston to DC to attend 6/11 Altair v. USA Hearing on Motion to Dismiss	\$36.87
			<b>Total for AIRPLANE</b>	<b>\$532.07</b>

Date	Timekeeper	Type	Description	Amount
06/10/2018	William D. Dalsen	LODGING	LODGING Hotel - Lodging - William Dalsen Hotel night on 6/10/2018 - to attend 6/11/18 Altair v. USA Hearing on Motion to Dismiss.	\$343.25
			<b>Total for LODGING</b>	<b>\$343.25</b>

**Charges and Disbursements Summary**

Type of Disbursements	Amount
REPRODUCTION	53.80
TRANSCRIPTS & DEPOSITIONS	477.00
TAXI, CARFARE, MILEAGE AND PARKING	52.47



33260 FOMB

Invoice 170159833

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III – ALTAIR

Page 10

Type of Disbursements	Amount
OUT OF TOWN TRANSPORTATION	132.80
OUT OF TOWN MEALS	122.05
AIRPLANE	532.07
LODGING	343.25
<b>Total Expenses</b>	<b>\$1,713.44</b>
<b>Total Amount for this Matter</b>	<b>\$38,355.54</b>

UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO

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In re:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND MANAGEMENT  
BOARD FOR PUERTO RICO,

No. 17 BK 3283-LTS

as representative of

(Jointly Administered)

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.<sup>1</sup>

-----X

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IN RE:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

No. 17 BK 3566-LTS

as representative of

THE EMPLOYEES RETIREMENT SYSTEM OF THE  
GOVERNMENT OF THE COMMONWEALTH OF  
PUERTO RICO,

Debtor.

-----X

**COVER SHEET TO FIFTEENTH MONTHLY FEE APPLICATION OF PROSKAUER  
ROSE LLP FOR COMPENSATION FOR FEES AND SERVICES RENDERED OUTSIDE  
OF PUERTO RICO AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE  
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS  
REPRESENTATIVE OF DEBTOR, EMPLOYEES RETIREMENT SYSTEM  
(“ERS”), FOR THE PERIOD JULY 1, 2018 THROUGH JULY 31, 2018**

**ALL FEES AND SERVICES IN THIS MONTHLY FEE STATEMENT WERE  
INCURRED OUTSIDE OF PUERTO RICO**

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

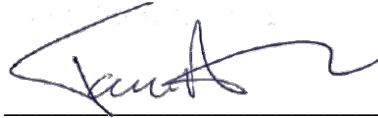
Name of Applicant:	<u>Proskauer Rose LLP (“Proskauer”)</u>
Authorized to Provide Professional Services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to <u>PROMESA Section 315(b)</u>
Period for which compensation and reimbursement for fees and services outside of Puerto Rico is sought:	<u>July 1, 2018 through July 31, 2018</u>
Amount of compensation sought as actual, reasonable and necessary:	<u><b>\$163,500.30</b></u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u><b>\$4,957.53</b></u>
Total Amount for these Invoices:	<u><b>\$168,457.83</b></u>

This is a: X monthly \_\_\_ interim \_\_\_ final application.

This is Proskauer’s fifteenth monthly fee application in these cases and is for fees and services rendered outside of Puerto Rico.

**Principal Certification**

I hereby authorize the submission of this Monthly Fee Statement for July 2018.

A handwritten signature in blue ink, appearing to read 'Jaime A. El Koury', is positioned above a horizontal line.

Jaime A. El Koury  
General Counsel to the Financial Oversight and  
Management Board for Puerto Rico

On September 4, 2018 sent to:

**FOMB:**

Financial Oversight and Management Board  
40 Washington Square South  
Office 314A  
New York, NY 10012  
Attn: Professor Arthur J. Gonzalez  
FOMB Board Member

O'Neill & Borges LLC  
250 Muñoz Rivera Ave., Suite 800  
San Juan, PR 00918  
Attn: Hermann D. Bauer, Esq.

**Office of United States Trustee**

Office of the United States Trustee for the District of  
Puerto Rico  
Edificio Ochoa, 500 Tanca Street, Suite 301  
San Juan, PR 00901  
(In re: Commonwealth of Puerto Rico)

Office of the United States Trustee for Region 21  
75 Spring Street, SW, Room 362  
Atlanta, GA 30303  
Attn: Guy G. Gebhardt  
Acting United States Trustee (Region 21)  
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Unsecured  
Creditors:**

Paul Hastings LLP  
200 Park Avenue  
New York, NY 10166  
Attn: Luc. A. Despins, Esq.

Casillas, Santiago & Torres, LLC  
El Caribe Office Building  
53 Palmeras Street, Ste. 1601  
San Juan, Puerto Rico 00901-2419  
Attn: Juan J. Casillas Ayala, Esq.  
Alberto J. E. Añeses Negrón, Esq.

**Co-Counsel for the Fee Examiner**

Godfrey & Kahn S.C.  
One East Main Street, Suite 500  
Madison, WI 53703  
Attn: Katherine Stadler

EDGE Legal Strategies, PSC  
252 Ponce de León Avenue  
Citibank Tower, 12<sup>th</sup> Floor  
San Juan, PR 00918  
Attn: Eyck O. Lugo

**Co-Counsel for AAFAF:**

O'Melveny & Myers LLP,  
Times Square Tower  
7 Times Square  
New York, NY 10036  
Attn: John J. Rapisardi, Esq.  
Suzanne Uhland, Esq.  
Diana M. Perez, Esq.

Marini Pietrantonio Muñiz LLC  
MCS Plaza, Suite 500  
255 Ponce de León Ave  
San Juan, PR 00917  
Attn: Luis C. Marini-Biaggi, Esq.  
Carolina Velaz-Rivero, Esq.

**Co-Counsel for the Official Committee of Retirees:**

Jenner & Block LLP  
919 Third Avenue  
New York, NY 10022-3908  
Attn.: Robert Gordon, Esq.  
Richard Levin, Esq.

Jenner & Block LLP  
353 N. Clark Street  
Chicago, IL 60654  
Attn.: Catherine Steege, Esq.  
Melissa Root, Esq.

Bennazar, García & Milián, C.S.P.  
Edificio Union Plaza, PH-A  
416 Avenida Ponce de León  
Hato Rey, PR 00918  
Attn.: A.J. Bennazar-Zequeira, Esq.

**Puerto Rico Department of Treasury**

PO Box 9024140  
San Juan, PR 00902-4140  
Attn: Reylam Guerra Goderich, Deputy Assistant of  
Central Accounting  
Omar E. Rodríguez Pérez, CPA, Assistant  
Secretary of Central Accounting  
Angel L. Pantoja Rodríguez, Deputy Assistant of  
Internal Revenue and Tax Policy  
Francisco Parés Alicea, Assistant Secretary of  
Internal Revenue and Tax Policy  
Francisco Peña Montañez, CPA, Assistant  
Secretary of the Treasury

Summary of Fees for the Period July 1, 2018 through July 31, 2018

ERS – General			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
203	Hearings and Other Non-Filed Communications with the Court	2.90	\$2,201.10
204	Communications with Claimholders	1.10	\$834.90
205	Communications with the Commonwealth and its Representatives of the Commonwealth or its Instrumentalities	2.40	\$1,821.60
206	Documents Filed on Behalf of the Board	6.20	\$4,705.80
207	Non-Board Court Filings	5.90	\$4,478.10
208	Stay Matters	96.10	\$72,939.90
210	Analysis and Strategy	2.20	\$1,669.80
212	General Administration	3.80	\$988.00
215	Plan of Adjustment and Disclosure Statement	0.30	\$227.70
218	Employment and Fee Applications	36.90	\$12,837.50
<b>Total</b>		<b>157.80</b>	<b>\$102,704.40</b>

ERS – Altair			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Tasks relating to the Board, its Members, its Staff, its Advisors or its Consultants	1.10	\$834.90
202	Legal Research	9.40	\$7,134.60
206	Documents Filed on Behalf of the Board	2.90	\$2,201.10
207	Non-Board Court Filings	20.20	\$15,331.80
208	Stay Matters	30.70	\$23,301.30
210	Analysis and Strategy	7.90	\$5,996.10
214	Legal/Regulatory Matters	7.90	\$5,996.10
<b>Total</b>		<b>80.10</b>	<b>\$60,795.90</b>

Summary of Fees for the Period July 1, 2018 through July 31, 2018

**ACROSS ALL ERS-RELATED MATTERS**

<b>Professional</b>	<b>Position/Title</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Brian S. Rosen	Partner	BSGR & B	\$759.00	6.30	\$4,781.70
Jeffrey W. Levitan	Partner	BSGR & B	\$759.00	33.50	\$25,426.50
Jonathan E. Richman	Partner	Litigation	\$759.00	1.40	\$1,062.60
Kevin J. Perra	Partner	Litigation	\$759.00	14.80	\$11,233.20
Lary Alan Rappaport	Partner	Litigation	\$759.00	0.40	\$303.60
Michael A. Firestein	Partner	Litigation	\$759.00	1.30	\$986.70
Paul Possinger	Partner	BSGR & B	\$759.00	6.80	\$5,161.20
Ralph C. Ferrara	Partner	Litigation	\$759.00	4.40	\$3,339.60
Stephen L. Ratner	Partner	Litigation	\$759.00	0.50	\$379.50
Steven O. Weise	Partner	Corporate	\$759.00	10.20	\$7,741.80
Timothy W. Mungovan	Partner	Litigation	\$759.00	5.30	\$4,022.70
Chris Theodoridis	Associate	Corporate	\$759.00	77.30	\$58,670.70
Daniel Desatnik	Associate	BSGR & B	\$759.00	0.60	\$455.40
Elliot Stevens	Associate	BSGR & B	\$759.00	0.80	\$607.20
Joshua A. Esses	Associate	BSGR & B	\$759.00	0.10	\$75.90
Lucy Wolf	Associate	Litigation	\$759.00	4.90	\$3,719.10
Maja Zerjal	Associate	BSGR & B	\$759.00	0.80	\$607.20
Mee R. Kim	Associate	Litigation	\$759.00	6.00	\$4,554.00
Michael R. Hackett	Associate	Litigation	\$759.00	16.90	\$12,827.10
Steve Ma	Associate	BSGR & B	\$759.00	0.40	\$303.60
William D. Dalsen	Associate	Litigation	\$759.00	11.00	\$8,349.00
<b>TOTAL</b>				<b>203.70</b>	<b>\$154,608.30</b>

Summary of Fees for the Period July 1, 2018 through July 31, 2018

Legal Assistants	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Christopher M. Tarrant	Legal Assistant	Corporate	\$260.00	14.30	\$3,718.00
Magali Giddens	Legal Assistant	BSGR & B	\$260.00	16.30	\$4,238.00
Natasha Petrov	Legal Assistant	Corporate	\$260.00	3.60	\$936.00
<b>TOTAL</b>				<b>34.20</b>	<b>\$8,892.00</b>

<b>SUMMARY OF LEGAL FEES</b>	<b><u>Hours</u></b> <b>237.90</b>	<b><u>Fees</u></b> <b>\$163,500.30</b>
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Summary of Disbursements for the Period July 1, 2018 through July 31, 2018

**ACROSS ALL ERS-RELATED MATTERS**

<b>EXPENSE CATEGORY</b>	<b>AMOUNTS</b>
Airplane	\$793.80
LEXIS	\$1,480.00
Litigation Support/Docketing	\$511.38
Lodging	\$1,273.84
Out of Town Meals	\$124.41
Reproduction	\$298.10
Westlaw	\$476.00
<b>Total</b>	<b>\$4,957.53</b>

Proskauer requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$147,150.27 and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$4,957.53, for service rendered outside of Puerto Rico) in the total amount of \$152,107.80

**Professional Certification**

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, Proskauer Rose LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

I further certify that, with respect to the fees and services rendered pursuant to this monthly fee statement, (i) Proskauer Rose LLP was not doing business in Puerto Rico and (ii) the services rendered by Proskauer Rose LLP were not performed in Puerto Rico.



---

Ann M. Ashton (*pro hac vice*)

Proskauer Rose LLP  
1001 Pennsylvania Avenue, NW  
Suite 600 South  
Washington, DC 20004-2533  
Tel: (202) 416-5825  
Fax: (202) 416-6899

## **Exhibit A**

33260 FOMB

Invoice 170163787

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

Page 1

Summary of Time Billed by Task		Hours	Value
203	Hearings and other non-filed communications with the Court	2.90	\$2,201.10
204	Communications with Claimholders	1.10	\$834.90
205	Communications with the Commonwealth and its Representatives	2.40	\$1,821.60
206	Documents Filed on Behalf of the Board	6.20	\$4,705.80
207	Non-Board Court Filings	5.90	\$4,478.10
208	Stay Matters	96.10	\$72,939.90
210	Analysis and Strategy	2.20	\$1,669.80
212	General Administration	3.80	\$988.00
215	Plan of Adjustment and Disclosure Statement	0.30	\$227.70
218	Employment and Fee Applications	36.90	\$12,837.50
Total		157.80	\$102,704.40

**Hearings and other non-filed communications with the Court -- 203**

Date	Timekeeper	Task	Description	Hours	Amount
07/17/18	Paul Possinger	203	Call with S. Sooknanan regarding hearing schedule for ERS motions.	0.20	\$151.80
07/18/18	Timothy W. Mungovan	203	Communications with P. Possinger and S. Ratner regarding hearing on ERS bondholders motion to lift-stay.	0.30	\$227.70
07/23/18	Chris Theodoridis	203	Analyze relevant pleadings filed with respect to bondholders' lift-stay motion in preparation for hearing.	1.10	\$834.90
07/23/18	Michael R. Hackett	203	Review materials in preparation for hearing on bondholders' lift-stay motion.	1.10	\$834.90
07/23/18	Brian S. Rosen	203	Review memorandum from B. Rosenblum regarding ERS hearing (0.10); Memorandum to B. Rosenblum regarding same (0.10).	0.20	\$151.80
<b>Hearings and other non-filed communications with the Court</b>				<b>2.90</b>	<b>\$2,201.10</b>

**Communications with Claimholders -- 204**

Date	Timekeeper	Task	Description	Hours	Amount
07/02/18	Paul Possinger	204	Call with ERS bondholder counsel regarding adequate protection demand.	0.30	\$227.70
07/03/18	Brian S. Rosen	204	Teleconference with S. Trischwell regarding ERS litigation status.	0.40	\$303.60
07/19/18	Brian S. Rosen	204	Teleconference with B. Bennett regarding hearing.	0.10	\$75.90
07/20/18	Brian S. Rosen	204	Memorandum to B. Bennett regarding hearing order (0.10); Teleconference with B. Bennett regarding same (0.20).	0.30	\$227.70
<b>Communications with Claimholders</b>				<b>1.10</b>	<b>\$834.90</b>

**Communications with the Commonwealth and its Representatives -- 205**

Date	Timekeeper	Task	Description	Hours	Amount
07/02/18	Paul Possinger	205	Call with AAFAF regarding adequate protection demand.	0.60	\$455.40
07/05/18	Paul Possinger	205	E-mails with team, AAFAF regarding background facts on adequate protection motion.	0.30	\$227.70
07/10/18	Michael R. Hackett	205	Correspondence with local counsel regarding opposition to motion for protective order and filing (0.50); Correspondence with legal team regarding opposition and filing (0.80).	1.30	\$986.70
07/20/18	Brian S. Rosen	205	Memorandum to S. Uhland regarding ERS hearing.	0.20	\$151.80

33260 FOMB

Invoice 170163787

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

Page 3

<b>Communications with the Commonwealth and its Representatives</b>	<b>2.40</b>	<b>\$1,821.60</b>
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**Documents Filed on Behalf of the Board -- 206**

<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
07/08/18	Michael R. Hackett	206	Review draft opposition to bondholders' adequate protection motion (1.10); Revise opposition to motion (1.30); Review prior filings regarding adequate protection and lien avoidance for purposes of drafting opposition (0.40).	2.80	\$2,125.20
07/09/18	Michael R. Hackett	206	Review draft opposition to bondholders' motion for adequate protection (0.80); Revise draft opposition to bondholders' motion for adequate protection (1.10); Review opposition to prior motion for adequate protection and summary judgment filings in declaratory judgment action for purposes of preparing opposition (0.70); Correspondence with legal team regarding opposition (0.40).	3.00	\$2,277.00
07/10/18	Michael R. Hackett	206	Review materials relating to filing of Board's opposition to bondholders' motion for adequate protection.	0.40	\$303.60
<b>Documents Filed on Behalf of the Board</b>				<b>6.20</b>	<b>\$4,705.80</b>

**Non-Board Court Filings -- 207**

<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
07/02/18	Steven O. Weise	207	Review and comment on draft fact stipulation.	1.30	\$986.70
07/04/18	Jonathan E. Richman	207	Review motion for adequate protection.	0.30	\$227.70
07/05/18	Michael R. Hackett	207	Review bondholders' adequate protection motion (1.30); Review prior filings regarding adequate protection and lien avoidance (1.10).	2.40	\$1,821.60
07/06/18	Michael R. Hackett	207	Continue review of bondholders' adequate protection motion.	0.50	\$379.50
07/17/18	Michael R. Hackett	207	Analyze bondholders' reply brief in support of motion for adequate protection (0.90); Correspondence with legal team regarding reply brief (0.40).	1.30	\$986.70
07/20/18	Brian S. Rosen	207	Review order regarding ERS hearing.	0.10	\$75.90
<b>Non-Board Court Filings</b>				<b>5.90</b>	<b>\$4,478.10</b>

## Stay Matters -- 208

Date	Timekeeper	Task	Description	Hours	Amount
07/02/18	Chris Theodoridis	208	Review pleadings regarding bondholders' lift-stay motion and joint stipulation regarding same (5.90); Review ERS bondholder's motion to lift-stay (0.70).	6.60	\$5,009.40
07/03/18	Chris Theodoridis	208	Review pleadings regarding bondholders' lift-stay motion and joint stipulation regarding same (4.80); Draft objection to ERS bondholders' motion to lift-stay (3.10); Review ERS bondholders' motion to lift automatic stay (3.70).	11.60	\$8,804.40
07/03/18	Paul Possinger	208	E-mails to B. Rosen, et. al., regarding lift-stay motion (0.30); Review ERS bondholder motion to lift-stay (0.40).	0.70	\$531.30
07/03/18	Timothy W. Mungovan	208	Review motion of ERS bondholders for relief from stay (0.30); Communications with E. Barak regarding motion of ERS bondholders for relief from stay (0.20).	0.50	\$379.50
07/03/18	Steve MA	208	Review and analyze ERS bondholders lift-stay motion (0.30); E-mail P. Possinger, E. Barak, and M. Zerjal regarding same (0.10).	0.40	\$303.60
07/04/18	Michael A. Firestein	208	Review ERS motion for relief from stay motion.	0.30	\$227.70
07/04/18	Chris Theodoridis	208	Research regarding opposition to ERS bondholders' motion to lift automatic stay (4.30); Draft opposition to ERS bondholders' motion to lift automatic stay (8.70).	13.00	\$9,867.00
07/05/18	Chris Theodoridis	208	Discussion with B. Rosen and J. Levitan regarding ERS opposition to bondholders' motion to lift-stay (0.90); Discussion with J. Levitan regarding ERS opposition to bondholders' motion to lift-stay (0.50); Revise ERS opposition to bondholders' motion to lift-stay (6.40).	7.80	\$5,920.20
07/05/18	Brian S. Rosen	208	Review draft response to stay motion (0.30); Office conference with J. Levitan regarding ERS bondholder lift-stay motion (0.40); Conference call with P. Possinger and J. Levitan regarding same (0.30).	1.00	\$759.00
07/05/18	Steven O. Weise	208	Review brief in opposition to request to lift-stay.	1.30	\$986.70
07/05/18	Paul Possinger	208	Call with B. Rosen, J. Levitan, et. al., regarding background for response to ERS bondholder lift-stay motion.	0.60	\$455.40
07/06/18	Steven O. Weise	208	Review revised brief responding to creditor request for relief from stay.	1.40	\$1,062.60



PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD  
MEMBER

0007 PROMESA TITLE III: ERS

Page 5

Date	Timekeeper	Task	Description	Hours	Amount
07/06/18	Ralph C. Ferrara	208	Review summary regarding ERS bondholders' motion for relief from automatic stay.	0.30	\$227.70
07/06/18	Brian S. Rosen	208	Review and revise ERS lift-stay response (0.80); Conference call with J. Levitan regarding same (0.30); Memorandum to C. Theodoridis regarding same (0.10); Review P. Possinger comments (0.30); Memorandum to J. Levitan regarding same (0.10); Memorandum to C. Theodoridis regarding edits (0.10).	1.70	\$1,290.30
07/06/18	Paul Possinger	208	Review and revise draft objection to ERS bondholder lift-stay motion.	1.30	\$986.70
07/06/18	Kevin J. Perra	208	Review edits and changes to draft response to motion for stay relief (1.20); Review e-mails regarding same (0.20).	1.40	\$1,062.60
07/06/18	Chris Theodoridis	208	Discussion with J. Levitan regarding ERS opposition to bondholders' motion to lift-stay (1.00); Revise ERS opposition to bondholders' motion to lift-stay (6.70).	7.70	\$5,844.30
07/08/18	Steven O. Weise	208	Review and revise brief in opposition to relief from stay.	1.60	\$1,214.40
07/09/18	Steven O. Weise	208	Review revised brief in opposition to bondholder request for relief from stay.	0.80	\$607.20
07/09/18	Brian S. Rosen	208	Review and revise response to motion to lift-stay (0.70); Office conference with J. Levitan regarding same (0.30); Review S. Uhland memorandum regarding same (0.10); Memorandum to S. Uhland regarding revisions (0.10).	1.20	\$910.80
07/09/18	Chris Theodoridis	208	Teleconference with B. Rosen, J. Levitan, P. Possinger, S. Uhland, and M. Pocha regarding response to bondholders' lift-stay motion (0.40); Discussion with J. Levitan regarding ERS's response to bondholders' motion to lift-stay (0.40); Revise ERS's opposition to bondholders' motion to lift-stay (5.30).	6.10	\$4,629.90
07/10/18	Chris Theodoridis	208	Discussion with J. Levitan regarding ERS's response to bondholders' motion to lift-stay (0.30); Revise ERS's response to bondholders' motion to lift-stay (4.80); Draft ERS's opposition to bondholders' motion to lift-stay for filing (3.70); Review and summarize pleadings filed by Retired Committee, American Federation, Bank of New York Mellon, and UCC regarding ERS bondholders' motion to lift-stay (2.60).	11.40	\$8,652.60

33260 FOMB

Invoice 170163787

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

Page 6

Date	Timekeeper	Task	Description	Hours	Amount
07/10/18	Steven O. Weise	208	Review revisions to brief in opposition to bondholders request for relief from stay.	1.40	\$1,062.60
07/10/18	Maja Zerjal	208	Review responses to ERS bondholders' lift-stay motion.	0.80	\$607.20
07/10/18	Michael A. Firestein	208	Review ERS opposition to Retiree Committee on relief from stay.	0.20	\$151.80
07/10/18	Paul Possinger	208	Review final draft of objection to ERS bondholder lift-stay motion (0.60); Discuss same with J. Levitan (0.20).	0.80	\$607.20
07/13/18	Ralph C. Ferrara	208	Review summary regarding objections to motion filed by ERS bondholders seeking relief from automatic stay.	0.30	\$227.70
07/17/18	Paul Possinger	208	Review reply in support of bondholder lift-stay motion.	0.70	\$531.30
07/17/18	Chris Theodoridis	208	Review ERS bondholders' reply regarding motion to lift-stay (2.30); Draft summary regarding same (0.90); Discussion with J. Levitan regarding ERS bondholders' reply with respect to lift-stay motion (0.30).	3.50	\$2,656.50
07/18/18	Chris Theodoridis	208	Draft rebuttal to ERS bondholders' reply regarding motion to lift-stay.	4.30	\$3,263.70
07/19/18	Paul Possinger	208	E-mails with Jones Day regarding schedule for lift-stay motion.	0.20	\$151.80
07/19/18	Steven O. Weise	208	Review bondholder reply brief filed in connection for motion for relief from stay.	1.10	\$834.90
07/20/18	Chris Theodoridis	208	Revise rebuttal to ERS bondholders' reply regarding lift-stay motion.	3.70	\$2,808.30
07/20/18	Timothy W. Mungovan	208	Review Judge Swain's order scheduling hearings on ERS motion for relief from stay.	0.20	\$151.80
07/23/18	Chris Theodoridis	208	Discussion with B. Rosen regarding bondholders' lift-stay motion.	0.20	\$151.80
<b>Stay Matters</b>				<b>96.10</b>	<b>\$72,939.90</b>

**Analysis and Strategy -- 210**

Date	Timekeeper	Task	Description	Hours	Amount
07/02/18	Paul Possinger	210	Teleconference with B. Rosen regarding adequate protection demand.	0.30	\$227.70
07/02/18	Joshua A. Esses	210	Review e-mails related to new ERS pleadings.	0.10	\$75.90
07/02/18	Chris Theodoridis	210	Confer with J. Levitan regarding case status.	0.30	\$227.70
07/05/18	Michael R. Hackett	210	Correspondence with legal team regarding adequate protection motion.	0.40	\$303.60
07/06/18	Michael R. Hackett	210	Correspondence with legal team regarding opposition to motion for adequate protection.	0.30	\$227.70

33260 FOMB

Invoice 170163787

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD  
MEMBER

0007 PROMESA TITLE III: ERS

Page 7

Date	Timekeeper	Task	Description	Hours	Amount
07/09/18	Brian S. Rosen	210	Conference call with P. Possinger, et al., regarding ERS status.	0.70	\$531.30
07/19/18	Brian S. Rosen	210	Memorandum to P. Possinger regarding ERS hearing.	0.10	\$75.90
<b>Analysis and Strategy</b>				<b>2.20</b>	<b>\$1,669.80</b>

**General Administration -- 212**

Date	Timekeeper	Task	Description	Hours	Amount
07/09/18	Magali Giddens	212	Draft table of authorities (0.90); Teleconferences and correspondence with C. Theodoridis regarding same (0.30); Cite check same (1.70).	2.90	\$754.00
07/10/18	Magali Giddens	212	Teleconferences with C. Theodoridis regarding revisions to objection in connection with bondholders' lift-stay motion (0.20); Review same and update Table of Authorities (0.60); Teleconference with L. Silvestro regarding filing of brief (0.10).	0.90	\$234.00
<b>General Administration</b>				<b>3.80</b>	<b>\$988.00</b>

**Plan of Adjustment and Disclosure Statement -- 215**

Date	Timekeeper	Task	Description	Hours	Amount
07/17/18	Brian S. Rosen	215	Review B. Rosenblum memorandum regarding restructure period (0.10); Memorandum to B. Rosenblum regarding same (0.10); Second memorandum to B. Rosenblum regarding same (0.10).	0.30	\$227.70
<b>Plan of Adjustment and Disclosure Statement</b>				<b>0.30</b>	<b>\$227.70</b>

**Employment and Fee Applications -- 218**

Date	Timekeeper	Task	Description	Hours	Amount
07/02/18	Christopher M. Tarrant	218	Continue drafting sections of third interim fee application.	3.10	\$806.00
07/03/18	Mee R. Kim	218	Draft final April 2018 monthly fee statement for submission (0.20); Draft sworn declaration regarding same (0.20); Submit April 2018 monthly fee statement and sworn declaration (0.10); Review draft May 2018 invoice for monthly fee statement purposes (0.50); E-mails with A. Ashton and Finance Department regarding same (0.10).	1.10	\$834.90

33260 FOMB

Invoice 170163787

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

Page 8

Date	Timekeeper	Task	Description	Hours	Amount
07/05/18	Christopher M. Tarrant	218	Continue drafting sections of third interim fee application including chart and exhibits.	1.80	\$468.00
07/06/18	Christopher M. Tarrant	218	Continue drafting sections of third interim fee application.	1.80	\$468.00
07/09/18	Magali Giddens	218	Draft portion of ERS third interim fee application (2.60); Communications with C. Tarrant regarding same (0.30).	2.90	\$754.00
07/09/18	Mee R. Kim	218	Draft May 2018 monthly fee statement.	1.00	\$759.00
07/10/18	Mee R. Kim	218	Draft sworn declaration for May 2018 invoices (0.40); Finalize May 2018 monthly fee statements and sworn declarations (0.30).	0.70	\$531.30
07/10/18	Magali Giddens	218	Draft portion of third interim fee application (1.60); Correspond with Proskauer team regarding same (0.30); Review invoices in connection with third interim period fee applications and redact entries relating to mediation (1.40).	3.30	\$858.00
07/11/18	Magali Giddens	218	Finalize fee application draft (0.90); Review invoices in connection with third interim period fee applications and redact entries relating to mediation (0.70).	1.60	\$416.00
07/12/18	Christopher M. Tarrant	218	Continue drafting and revising third interim fee application including updating all exhibits (3.30); E-mails with Finance Department regarding same (0.30); E-mails with E. Stevens and M. Giddens regarding same (0.20); Draft summary of motion regarding third interim fee application (0.70).	4.50	\$1,170.00
07/13/18	Elliot Stevens	218	Review and revise third interim fee application.	0.80	\$607.20
07/15/18	Magali Giddens	218	Draft monthly budgets in connection with third interim fee application (1.90); Finalize narrative portion of third interim compensation application (0.50).	2.40	\$624.00
07/16/18	Magali Giddens	218	Draft portion of Proskauer's third interim fee application.	2.30	\$598.00
07/16/18	Christopher M. Tarrant	218	Finalize third interim fee application including all exhibits and charts (1.70); Finalize summary of motion regarding third interim fee applications (0.30); E-mails and phone calls with Proskauer team regarding same (0.20); Finalize all related invoices for filing with third interim fee application (0.40); Meetings with M. Giddens regarding same (0.30); Telephone calls and e-mails with local counsel regarding filing and serving of third interim fee applications (0.20).	3.10	\$806.00

33260 FOMB

Invoice 170163787

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD  
MEMBER

0007 PROMESA TITLE III: ERS

Page 9

Date	Timekeeper	Task	Description	Hours	Amount
07/19/18	Mee R. Kim	218	Review draft June 2018 invoice for monthly fee statement preparation (1.10); Discussions with Finance Department regarding same (0.20).	1.30	\$986.70
07/20/18	Mee R. Kim	218	Draft June 2018 monthly fee statements (0.90); Discussions with Finance Department regarding same (0.20); Finalize and submit same (0.10); Draft sworn declaration relating to same (0.40).	1.60	\$1,214.40
07/27/18	Natasha Petrov	218	Begin drafting Proskauer fourth interim fee application and exhibits to same per June 2018 monthly statement.	3.60	\$936.00
<b>Employment and Fee Applications</b>				<b>36.90</b>	<b>\$12,837.50</b>
<b>Total for Professional Services</b>					<b>\$102,704.40</b>

33260 FOMB

Invoice 170163787

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD  
MEMBER

0007 PROMESA TITLE III: ERS

Page 10

**Timekeeper Summary**

<b>Timekeeper</b>	<b>Status</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
BRIAN S. ROSEN	PARTNER	6.30	759.00	\$4,781.70
JONATHAN E. RICHMAN	PARTNER	0.30	759.00	\$227.70
KEVIN J. PERRA	PARTNER	1.40	759.00	\$1,062.60
MICHAEL A. FIRESTEIN	PARTNER	0.50	759.00	\$379.50
PAUL POSSINGER	PARTNER	6.00	759.00	\$4,554.00
RALPH C. FERRARA	PARTNER	0.60	759.00	\$455.40
STEVEN O. WEISE	PARTNER	8.90	759.00	\$6,755.10
TIMOTHY W. MUNGOVAN	PARTNER	1.00	759.00	\$759.00
<b>Total for PARTNER</b>		<b>25.00</b>		<b>\$18,975.00</b>
CHRIS THEODORIDIS	ASSOCIATE	77.30	759.00	\$58,670.70
ELLIOT STEVENS	ASSOCIATE	0.80	759.00	\$607.20
JOSHUA A. ESSES	ASSOCIATE	0.10	759.00	\$75.90
MAJA ZERJAL	ASSOCIATE	0.80	759.00	\$607.20
MEE R. KIM	ASSOCIATE	5.70	759.00	\$4,326.30
MICHAEL R. HACKETT	ASSOCIATE	13.50	759.00	\$10,246.50
STEVE MA	ASSOCIATE	0.40	759.00	\$303.60
<b>Total for ASSOCIATE</b>		<b>98.60</b>		<b>\$74,837.40</b>
CHRISTOPHER M. TARRANT	LEGAL ASSISTANT	14.30	260.00	\$3,718.00
MAGALI GIDDENS	LEGAL ASSISTANT	16.30	260.00	\$4,238.00
NATASHA PETROV	LEGAL ASSISTANT	3.60	260.00	\$936.00
<b>Total for LEGAL ASSISTANT</b>		<b>34.20</b>		<b>\$8,892.00</b>
<b>Total</b>		<b>157.80</b>		<b>\$102,704.40</b>

**For Charges and Disbursements**

<b>Date</b>	<b>Timekeeper</b>	<b>Type</b>	<b>Description</b>	<b>Amount</b>
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.60
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.60
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.90
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.30
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.10
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.00
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.30
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.70
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.70
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.20
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.90
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.10
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.70
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.30
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$4.40
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$4.50
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$3.90
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$4.60
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.80
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.20

33260 FOMB

Invoice 170163787

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD  
MEMBER

0007 PROMESA TITLE III: ERS

Page 11

Date	Timekeeper	Type	Description	Amount
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$4.50
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$4.20
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$9.30
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.90
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$4.80
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$4.20
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$4.20
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$4.20
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.70
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.70
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.40
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$6.90
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.70
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.40
07/03/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.80
07/04/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.00
07/04/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.00
07/04/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.00
07/04/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.50
07/04/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.20
07/04/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.50
07/04/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.30
07/04/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.10
07/04/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
07/04/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.60
07/04/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.60
07/04/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.30
07/04/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
07/04/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
07/04/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.60
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.00
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.10
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.70
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.00
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.00
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.70
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.20
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.20
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.90
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.40
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.50
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.90
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.60
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$7.00
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.80
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$10.20
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$3.10
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.40
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.80
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.60
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.20
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
07/05/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.70



33260 FOMB

Invoice 170163787

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD  
MEMBER

0007 PROMESA TITLE III: ERS

Page 12

Date	Timekeeper	Type	Description	Amount
07/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.50
07/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.50
07/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.60
07/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.60
07/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.50
07/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.40
07/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.60
07/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.70
07/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.50
07/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
07/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.00
07/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.00
07/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
07/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.00
07/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
07/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.90
07/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.60
07/09/2018	Magali Giddens	REPRODUCTION	REPRODUCTION	\$1.80
07/09/2018	Magali Giddens	REPRODUCTION	REPRODUCTION	\$0.60
07/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.70
07/09/2018	Magali Giddens	REPRODUCTION	REPRODUCTION	\$1.80
07/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.70
07/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.60
07/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
07/09/2018	Magali Giddens	REPRODUCTION	REPRODUCTION	\$1.80
07/09/2018	Magali Giddens	REPRODUCTION	REPRODUCTION	\$1.70
07/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.90
07/09/2018	Magali Giddens	REPRODUCTION	REPRODUCTION	\$0.20
07/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.50
07/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.20
07/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.80
07/09/2018	Magali Giddens	REPRODUCTION	REPRODUCTION	\$0.20
07/09/2018	Magali Giddens	REPRODUCTION	REPRODUCTION	\$0.30
07/10/2018	Magali Giddens	REPRODUCTION	REPRODUCTION	\$1.40
07/10/2018	Magali Giddens	REPRODUCTION	REPRODUCTION	\$1.00
07/10/2018	Magali Giddens	REPRODUCTION	REPRODUCTION	\$1.20
07/10/2018	Magali Giddens	REPRODUCTION	REPRODUCTION	\$2.40
07/10/2018	Magali Giddens	REPRODUCTION	REPRODUCTION	\$0.60
07/10/2018	Magali Giddens	REPRODUCTION	REPRODUCTION	\$1.10
07/17/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.20
07/17/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$15.00
07/17/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.20
07/17/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.80
07/17/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.50
07/17/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$4.90
07/17/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.80
07/17/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.30
07/17/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.30
07/17/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.20
07/17/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.30
07/17/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.30
07/17/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.20
07/17/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$3.20
07/17/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.10



33260 FOMB

Invoice 170163787

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD  
MEMBER

0007 PROMESA TITLE III: ERS

Page 13

Date	Timekeeper	Type	Description	Amount
07/18/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
07/18/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.30
07/18/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
07/18/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.90
07/18/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.60
07/18/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.40
07/18/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.00
07/18/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$3.30
<b>Total for REPRODUCTION</b>				<b>\$237.20</b>

Date	Timekeeper	Type	Description	Amount
07/04/2018	Chris Theodoridis	LEXIS	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	\$186.00
07/05/2018	Chris Theodoridis	LEXIS	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	\$4.00
07/06/2018	Chris Theodoridis	LEXIS	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	\$8.00
07/09/2018	Chris Theodoridis	LEXIS	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	\$760.00
07/17/2018	Chris Theodoridis	LEXIS	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	\$83.00
07/18/2018	Chris Theodoridis	LEXIS	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	\$439.00
<b>Total for LEXIS</b>				<b>\$1,480.00</b>

Date	Timekeeper	Type	Description	Amount
07/19/2018	Daniel S. Goldsmith	LITIGATION SUPPORT/DOCKETING	LITIGATION SUPPORT/DOCKETING - - VENDOR: PACERPRO, INC. PACERPRO - INV #PROSKAUER0003 - PACERPRO BASIC (06/01/2018 - 05/31/2019). (Total: \$10,800.00 prorated among all debtors)	\$511.38
<b>Total for LITIGATION SUPPORT/DOCKETING</b>				<b>\$511.38</b>

Date	Timekeeper	Type	Description	Amount
02/26/2018	Steven O. Weise	OUT OF TOWN MEALS	OUT OF TOWN MEALS [REDACTED: Expense relating to court-ordered mediation]	\$18.83
02/27/2018	Steven O. Weise	OUT OF TOWN MEALS	OUT OF TOWN MEALS [REDACTED: Expense relating to court-ordered mediation]	\$3.95
02/27/2018	Steven O. Weise	OUT OF TOWN MEALS	OUT OF TOWN MEALS [REDACTED: REDACTED: Expense relating to court-ordered mediation]	\$18.83

33260 FOMB

Invoice 170163787

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD  
MEMBER

0007 PROMESA TITLE III: ERS

Page 14

Date	Timekeeper	Type	Description	Amount
02/27/2018	Steven O. Weise	OUT OF TOWN MEALS	OUT OF TOWN MEALS [REDACTED: Expense relating to court-ordered mediation]	\$38.85
02/28/2018	Steven O. Weise	OUT OF TOWN MEALS	OUT OF TOWN MEALS [REDACTED: Expense relating to court-ordered mediation]	\$40.00
03/01/2018	Steven O. Weise	OUT OF TOWN MEALS	OUT OF TOWN MEALS [REDACTED: Expense relating to court-ordered mediation]	\$3.95
<b>Total for OUT OF TOWN MEALS</b>				<b>\$124.41</b>

Date	Timekeeper	Type	Description	Amount
02/25/2018	Steven O. Weise	AIRPLANE	AIRPLANE Airfare [REDACTED: Expense relating to court-ordered mediation]	\$793.80
<b>Total for AIRPLANE</b>				<b>\$793.80</b>

Date	Timekeeper	Type	Description	Amount
02/25/2018	Steven O. Weise	LODGING	LODGING Hotel - Lodging [REDACTED: Expense relating to court-ordered mediation]	\$1,273.84
<b>Total for LODGING</b>				<b>\$1,273.84</b>

**Charges and Disbursements Summary**

Type of Disbursements	Amount
REPRODUCTION	237.20
LEXIS	1,480.00
LITIGATION SUPPORT/DOCKETING	511.38
OUT OF TOWN MEALS	124.41
AIRPLANE	793.80
LODGING	1,273.84
<b>Total Expenses</b>	<b>\$4,420.63</b>
<b>Total Amount for this Matter</b>	<b>\$107,125.03</b>

33260 FOMB

Invoice 170163822

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 1

Summary of Time Billed by Task		Hours	Value
201	Tasks relating to the Board and Associated Members	1.10	\$834.90
202	Legal Research	9.40	\$7,134.60
206	Documents Filed on Behalf of the Board	2.90	\$2,201.10
207	Non-Board Court Filings	20.20	\$15,331.80
208	Stay Matters	30.70	\$23,301.30
210	Analysis and Strategy	7.90	\$5,996.10
214	Legal/Regulatory Matters	7.90	\$5,996.10
Total		80.10	\$60,795.90

33260 FOMB

Invoice 170163822

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 2

**Tasks relating to the Board and Associated Members -- 201**

Date	Timekeeper	Task	Description	Hours	Amount
07/13/18	Timothy W. Mungovan	201	Communications with W. Dalsen, K. Perra, and J. El Koury regarding Court of Federal Claims' decision on motion to dismiss complaint.	0.90	\$683.10
07/19/18	Timothy W. Mungovan	201	Communications with K. Rifkind and S. Ratner regarding options for addressing bondholders' action against United States in Court of Federal Claims.	0.20	\$151.80
<b>Tasks relating to the Board and Associated Members</b>				<b>1.10</b>	<b>\$834.90</b>

**Legal Research -- 202**

Date	Timekeeper	Task	Description	Hours	Amount
07/14/18	Lucy Wolf	202	Research for W. Dalsen in connection with Federal Court of Claims decision.	0.70	\$531.30
07/14/18	William D. Dalsen	202	Continue to review and analyze implications of order denying Aurelius motion to dismiss in Title III case upon Altair (2.70); Correspondence with team concerning orders (0.90).	3.60	\$2,732.40
07/15/18	Lucy Wolf	202	Continue research for W. Dalsen in connection with impact of Federal Court Claims decision.	0.80	\$607.20
07/16/18	Lucy Wolf	202	Continue research for W. Dalsen in connection with impact of Federal Court of Claims decision.	3.00	\$2,277.00
07/18/18	William D. Dalsen	202	Legal research and analysis regarding Court of Federal Claims decision.	1.30	\$986.70
<b>Legal Research</b>				<b>9.40</b>	<b>\$7,134.60</b>

**Documents Filed on Behalf of the Board -- 206**

Date	Timekeeper	Task	Description	Hours	Amount
07/02/18	Jeffrey W. Levitan	206	E-mail with C. Theodoridis regarding opposition preparation to Altair demand (0.10); Conference with C. Theodoridis regarding opposition to Altair request for stay relief (0.30).	0.40	\$303.60
07/03/18	Jeffrey W. Levitan	206	Conference with C. Theodoridis regarding preparation of response to Altair motion (0.30); E-mail with M. Hackett regarding opposition to Altair motion (0.10).	0.40	\$303.60

33260 FOMB

Invoice 170163822

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 3

Date	Timekeeper	Task	Description	Hours	Amount
07/13/18	Kevin J. Perra	206	E-mails with team regarding Court of Claims decision (0.40); Review and analyze Appointments Clause decision for complaint on ERS proceeding (1.10).	1.50	\$1,138.50
07/17/18	Daniel Desatnik	206	Review U.S. Court of Federal Claims ruling regarding jurisdiction to adjudicate ERS bondholder pension suit takings claims.	0.60	\$455.40
<b>Documents Filed on Behalf of the Board</b>				<b>2.90</b>	<b>\$2,201.10</b>

**Non-Board Court Filings -- 207**

Date	Timekeeper	Task	Description	Hours	Amount
07/02/18	Jeffrey W. Levitan	207	Review Altair demand and draft stipulation.	0.20	\$151.80
07/03/18	Jeffrey W. Levitan	207	Review Altair motion and cases cited.	1.60	\$1,214.40
07/03/18	Steven O. Weise	207	Review Altair motion for adequate protection in ERS.	1.30	\$986.70
07/06/18	Michael R. Hackett	207	Review and analyze joint statement submitted by Government and bondholders in Court of Federal Claims lawsuit.	1.20	\$910.80
07/13/18	Kevin J. Perra	207	Review and analyze Court of Claims decision.	0.90	\$683.10
07/13/18	Lary Alan Rappaport	207	Review Altair Global v. United States Court of Claims decision.	0.30	\$227.70
07/13/18	Michael A. Firestein	207	Review Court of Federal Claims opinion for impact on other cases.	0.40	\$303.60
07/13/18	William D. Dalsen	207	Review and analyze implications of order denying Aurelius motion to dismiss upon order denying Altair motion to dismiss in Court of Federal Claims proceeding (3.70); Correspondence with team concerning both orders (0.20).	3.90	\$2,960.10
07/13/18	Timothy W. Mungovan	207	Review Court of Federal Claims' decision on motion to dismiss complaint.	1.30	\$986.70
07/14/18	Michael A. Firestein	207	Review Court of Claims decision on ERS issues.	0.20	\$151.80
07/14/18	Timothy W. Mungovan	207	Continue to analyze decision from Court of Federal claims denying motion to dismiss complaint against United States.	0.40	\$303.60
07/14/18	Jeffrey W. Levitan	207	Review Court of Claims decision (0.70); Review T. Mungovan, M. Bienenstock analysis of same (0.20).	0.90	\$683.10
07/14/18	Stephen L. Ratner	207	Review decision of Court of Federal Claims.	0.20	\$151.80

33260 FOMB

Invoice 170163822

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 4

Date	Timekeeper	Task	Description	Hours	Amount
07/14/18	Kevin J. Perra	207	Analyze Court of Claims decision and impact on cases (1.10); Review e-mails and summaries regarding same (0.30).	1.40	\$1,062.60
07/16/18	Ralph C. Ferrara	207	Review Court of Federal Claims Altair decision and authorities cited therein (1.70); E-mail to M. Bienenstock and T. Mungovan regarding comments on same (0.60).	2.30	\$1,745.70
07/16/18	Jonathan E. Richman	207	Review decision on motion to dismiss (0.90); Teleconferences with M. Harris regarding same (0.20).	1.10	\$834.90
07/16/18	Jeffrey W. Levitan	207	Analyze Court of Claims decision.	1.10	\$834.90
07/17/18	Ralph C. Ferrara	207	Review Altair opinion (0.60); E-mail to T. Mungovan regarding comments on same (0.10).	0.70	\$531.30
07/18/18	Kevin J. Perra	207	Review filings in Altair v. USA for relevance to ERS case.	0.40	\$303.60
07/19/18	Timothy W. Mungovan	207	Review response of United States to plaintiffs' summary of order denying Aurelius' motion to dismiss Title III petition.	0.20	\$151.80
07/19/18	Michael A. Firestein	207	Review U.S. response regarding impact of Appointments Clause in Federal Court of Claims matter.	0.20	\$151.80
<b>Non-Board Court Filings</b>				<b>20.20</b>	<b>\$15,331.80</b>

**Stay Matters -- 208**

Date	Timekeeper	Task	Description	Hours	Amount
07/03/18	Kevin J. Perra	208	Review and analyze bondholders' motion for stay relief (0.80); Review documents for same (0.40); E-mails regarding same (0.10).	1.30	\$986.70
07/04/18	Jeffrey W. Levitan	208	Review prior opposition to Altair lift-stay motion (0.90); draft outline of opposition to new motion (0.90); E-mails with C. Theodoridis regarding opposition (0.40); Review portion of draft response (0.20).	2.40	\$1,821.60
07/05/18	Jeffrey W. Levitan	208	Conference with M. Bienenstock regarding Altair lift-stay motion (0.10); Conferences with C. Theodoridis regarding revisions to response (1.90); Revise response (2.60); Conference with B. Rosen, C Theodoridis regarding Altair response (0.40); Review Altair stipulations (0.80).	5.80	\$4,402.20
07/05/18	Kevin J. Perra	208	Review draft opposition to motion for stay relief (0.70); Review documents for same (0.60).	1.30	\$986.70

33260 FOMB

Invoice 170163822

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 5

Date	Timekeeper	Task	Description	Hours	Amount
07/06/18	Jeffrey W. Levitan	208	Review S. Weise, M. Hackett comments to opposition to lift-stay (0.40); Review B. Rosen comments (0.30); Conferences with B. Rosen regarding revisions (0.40); Conferences with C. Theodoridis regarding opposition (0.90); E-mail with W. Dalsen regarding filing (0.10); Review P. Possinger comments (0.20); Teleconference with C. Theodoridis regarding comments (0.20); Teleconference with S. Weise regarding opposition (0.30); Revise opposition (2.80); Analyze cases cited in response (0.80).	6.40	\$4,857.60
07/08/18	Kevin J. Perra	208	Review edits to draft opposition to motion for stay relief.	0.30	\$227.70
07/09/18	Jeffrey W. Levitan	208	Review S. Weise revisions to stay opposition (0.10); E-mail to S. Weise regarding same (0.10); E-mail with M. Hackett regarding response addressing same (0.10); E-mail with S. Uhland regarding response (0.10); Conference with E. Barak, B. Rosen regarding stipulation (0.10); Review M. Bienenstock comments to response (0.40); Review and revise response (0.90); Review M. Hackett comments to response (0.20); Conferences with C. Theodoridis regarding revisions to response (0.40); E-mail with P. Possinger regarding Retiree Committee position (0.10); Review O'Melveny comments to response (0.20); Review summary of motion (0.10); E-mail with E. Barak regarding summary of motion (0.10); Teleconference with S. Uhland, B. Rosen, C. Theodoridis regarding ERS opposition (0.40); Teleconference with P. Possinger regarding opposition (0.20); Teleconferences with C. Theodoridis regarding revised opposition (0.20); Review and revise opposition (0.50); Telephone call with M. Hackett regarding opposition (0.10).	4.30	\$3,263.70
07/09/18	Kevin J. Perra	208	Review edits to opposition to motion for relief from stay.	0.60	\$455.40
07/10/18	Kevin J. Perra	208	Review edits and draft of opposition to motion to lift-stay (0.40); Review filings by other parties regarding same (0.30).	0.70	\$531.30

33260 FOMB

Invoice 170163822

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 6

Date	Timekeeper	Task	Description	Hours	Amount
07/10/18	Jeffrey W. Levitan	208	Revise opposition to motion to stay (0.60); Conference with C. Theodoridis regarding revisions (0.40); Review P. Possinger comments (0.20); Conference with P. Possinger regarding opposition (0.20); Conferences with B. Rosen regarding opposition (0.10); Review AFSCME joinder to stay motion (0.10); Review Retiree Committee objection to Altair motion and cases cited (0.60); Review BNY joinder (0.10); Review UCC joinder (0.10).	2.40	\$1,821.60
07/11/18	Jeffrey W. Levitan	208	Review C. Theodoridis summary of objections to lift-stay motion (0.10); E-mail exchange with C. Theodoridis regarding argument (0.10).	0.20	\$151.80
07/12/18	Jeffrey W. Levitan	208	Review Retiree Committee response in motion to lift-stay (0.10); Teleconference with C. Theodoridis regarding same (0.10).	0.20	\$151.80
07/17/18	Jeffrey W. Levitan	208	Review Altair reply on lift-stay and cases cited in same (0.80); Review C. Theodoridis analysis of reply (0.10); Conference with C. Theodoridis regarding Altair hearing preparation (0.20); E-mail with P. Possinger regarding reply (0.20); Review P. Possinger e-mail regarding hearing (0.10); E-mail with M. Hackett regarding reply (0.10); Conference with B. Rosen regarding hearing (0.10).	1.60	\$1,214.40
07/18/18	Kevin J. Perra	208	Review and analyze bondholders reply on motion for stay relief.	0.60	\$455.40
07/19/18	Jeffrey W. Levitan	208	Review S. Uhland e-mail regarding Altair reply (0.10); Review draft outline for rebuttal (0.30); Review case law regarding same (0.20).	0.60	\$455.40
07/20/18	Jeffrey W. Levitan	208	Conference with B. Rosen regarding hearing on Altair motion to lift-stay (0.10); Review scheduling order (0.10); Teleconference with B. Rosen, S. Uhland regarding Altair motion (0.30); Conference with M. Bienenstock regarding Altair (0.10); Review Altair reply (0.30); Review and comment on draft rebuttal to Altair reply (0.50).	1.40	\$1,062.60
07/21/18	Jeffrey W. Levitan	208	Review draft rebuttal outline regarding Altair motion to lift-stay (0.30); Teleconference with C. Theodoridis regarding revisions to same (0.30).	0.60	\$455.40
<b>Stay Matters</b>				<b>30.70</b>	<b>\$23,301.30</b>



**Analysis and Strategy -- 210**

Date	Timekeeper	Task	Description	Hours	Amount
07/02/18	Timothy W. Mungovan	210	Communications with S. Weise regarding analysis of Altair's proposed draft joint submission.	0.30	\$227.70
07/02/18	Paul Possinger	210	Review notes from argument on US motion to dismiss Court of Claims complaint (0.20); Review and comment on status report for Court of Claims (0.40); Teleconference with ERS team regarding Altair v US (0.20).	0.80	\$607.20
07/02/18	Kevin J. Perra	210	Review cases for inclusion in joint submission (1.40); E-mails regarding same (0.10).	1.50	\$1,138.50
07/03/18	Jeffrey W. Levitan	210	E-mail to P. Possinger regarding opposition to adequate protection (0.10); E-mail with B. Rosen regarding Altair motion (0.10).	0.20	\$151.80
07/09/18	Jeffrey W. Levitan	210	Review final Court of Claims submission (0.30); Review M. Padhu e-mail regarding adequate protection (0.10); E-mail with M. Bienenstock regarding response (0.10); Teleconference with P. Cameford regarding response (0.10).	0.60	\$455.40
07/13/18	Jeffrey W. Levitan	210	Review T. Mungovan, W. Dalsen e-mails regarding Court of Claims decision.	0.20	\$151.80
07/13/18	Lary Alan Rappaport	210	E-mails with M. Firestein and T. Mungovan regarding Altair Global v. United States Court of Claims decision.	0.10	\$75.90
07/14/18	Timothy W. Mungovan	210	Communications with W. Dalsen and M. Bienenstock concerning proposed summary of decision from Court of Federal Claims.	0.70	\$531.30
07/14/18	Stephen L. Ratner	210	E-mail with T. Mungovan, W. Dalsen, et al. regarding Court of Federal Claims decision regarding motion to dismiss.	0.20	\$151.80
07/15/18	Stephen L. Ratner	210	E-mail with M. Bienenstock, T. Mungovan, et al. regarding decision regarding motion to dismiss decision.	0.10	\$75.90
07/17/18	Jeffrey W. Levitan	210	Review Court of Claims summaries and W. Dalsen summary regarding same.	0.20	\$151.80
07/17/18	Mee R. Kim	210	Discussions with R. Ferrara regarding Court of Federal Claims case.	0.30	\$227.70
07/17/18	Timothy W. Mungovan	210	Communications with R. Ferrara regarding decision of Court of Federal Claims.	0.10	\$75.90
07/17/18	William D. Dalsen	210	Review summaries filed in Altair litigation (0.20); E-mail to team regarding same (0.10).	0.30	\$227.70

33260 FOMB

Invoice 170163822

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 8

Date	Timekeeper	Task	Description	Hours	Amount
07/18/18	Timothy W. Mungovan	210	Communications with R. Ferrara regarding decision of Court of Federal Claims in Altair.	0.20	\$151.80
07/18/18	Lucy Wolf	210	Conversation with G. Koosherian on research addressing impact of Federal Claims Court decision.	0.40	\$303.60
07/19/18	Kevin J. Perra	210	Review and analyze Altair filings for impact on ERS case.	0.40	\$303.60
07/19/18	William D. Dalsen	210	Correspondence with team regarding US response to Altair summary of Aurelius decision.	0.30	\$227.70
07/19/18	Jeffrey W. Levitan	210	Review Government Court of Claims response and W. Dalsen e-mails regarding same.	0.20	\$151.80
07/20/18	Ralph C. Ferrara	210	Review summary regarding opinion denying US Government's motion to dismiss by ERS bondholders' (0.20); Review summaries regarding relevance of decision in ERS takings lawsuit to issues in Court of Federal Claims litigation (0.40); Review summary regarding justification to lift automatic stay (0.20).	0.80	\$607.20
<b>Analysis and Strategy</b>				<b>7.90</b>	<b>\$5,996.10</b>

**Legal/Regulatory Matters -- 214**

Date	Timekeeper	Task	Description	Hours	Amount
07/01/18	Kevin J. Perra	214	Review and analyze draft submission from Altair v. USA (0.70); Review potential documents and cases in connection with same (1.10); E-mails with DOJ regarding same (0.10).	1.90	\$1,442.10
07/02/18	Jeffrey W. Levitan	214	Review Carney e-mail regarding Court of Claims filing (0.10); E-mail with K. Perra regarding filing (0.10); Review e-mails and internal e-mails to prepare for DOJ call (0.30); E-mail K. Perra regarding DOJ call (0.10); Prepare for DOJ call (0.20); Participate in call with K. Perra, DOJ representatives (0.60); Follow-up teleconference with K. Perra regarding call with DOJ (0.10); E-mail with P. Possinger regarding Court of Claims filing (0.10).	1.60	\$1,214.40
07/02/18	William D. Dalsen	214	Prepare for call with counsel to United States regarding Altair v. US matter (0.60); Attend same (0.60); Follow-up correspondence with team regarding same (0.40).	1.60	\$1,214.40

33260 FOMB

Invoice 170163822

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD  
MEMBER

0045 ERS TITLE III - ALTAIR

Page 9

Date	Timekeeper	Task	Description	Hours	Amount
07/02/18	Michael R. Hackett	214	Prepare for conference with DOJ regarding joint submission in Court of Federal Claims case (1.60); Conference with DOJ regarding joint submission (0.60).	2.20	\$1,669.80
07/02/18	Kevin J. Perra	214	Call with DOJ regarding status and next steps in Altair v. USA.	0.60	\$455.40
<b>Legal/Regulatory Matters</b>				<b>7.90</b>	<b>\$5,996.10</b>
<b>Total for Professional Services</b>					<b>\$60,795.90</b>

33260 FOMB

Invoice 170163822

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 10

**Timekeeper Summary**

<b>Timekeeper</b>	<b>Status</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
JEFFREY W. LEVITAN	PARTNER	33.50	759.00	\$25,426.50
JONATHAN E. RICHMAN	PARTNER	1.10	759.00	\$834.90
KEVIN J. PERRA	PARTNER	13.40	759.00	\$10,170.60
LARY ALAN RAPPAPORT	PARTNER	0.40	759.00	\$303.60
MICHAEL A. FIRESTEIN	PARTNER	0.80	759.00	\$607.20
PAUL POSSINGER	PARTNER	0.80	759.00	\$607.20
RALPH C. FERRARA	PARTNER	3.80	759.00	\$2,884.20
STEPHEN L. RATNER	PARTNER	0.50	759.00	\$379.50
STEVEN O. WEISE	PARTNER	1.30	759.00	\$986.70
TIMOTHY W. MUNGOVAN	PARTNER	4.30	759.00	\$3,263.70
<b>Total for PARTNER</b>		<b>59.90</b>		<b>\$45,464.10</b>
DANIEL DESATNIK	ASSOCIATE	0.60	759.00	\$455.40
LUCY WOLF	ASSOCIATE	4.90	759.00	\$3,719.10
MEE R. KIM	ASSOCIATE	0.30	759.00	\$227.70
MICHAEL R. HACKETT	ASSOCIATE	3.40	759.00	\$2,580.60
WILLIAM D. DALSEN	ASSOCIATE	11.00	759.00	\$8,349.00
<b>Total for ASSOCIATE</b>		<b>20.20</b>		<b>\$15,331.80</b>
<b>Total</b>		<b>80.10</b>		<b>\$60,795.90</b>

**For Charges and Disbursements**

<b>Date</b>	<b>Timekeeper</b>	<b>Type</b>	<b>Description</b>	<b>Amount</b>
07/02/2018	Michael R. Hackett	REPRODUCTION	REPRODUCTION	\$0.70
07/02/2018	Michael R. Hackett	REPRODUCTION	REPRODUCTION	\$1.60
07/05/2018	Kerri-anne Finamore	REPRODUCTION	REPRODUCTION	\$0.10
07/05/2018	Kerri-anne Finamore	REPRODUCTION	REPRODUCTION	\$0.60
07/05/2018	Kerri-anne Finamore	REPRODUCTION	REPRODUCTION	\$1.90
07/05/2018	Kerri-anne Finamore	REPRODUCTION	REPRODUCTION	\$7.00
07/05/2018	Kerri-anne Finamore	REPRODUCTION	REPRODUCTION	\$0.50
07/05/2018	Kerri-anne Finamore	REPRODUCTION	REPRODUCTION	\$0.40
07/20/2018	Ralph C. Ferrara	REPRODUCTION	REPRODUCTION	\$48.10
<b>Total for REPRODUCTION</b>				<b>\$60.90</b>

<b>Date</b>	<b>Timekeeper</b>	<b>Type</b>	<b>Description</b>	<b>Amount</b>
07/13/2018	William D. Dalsen	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000010 Lines	\$357.00
07/18/2018	Lucy Wolf	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000011 Lines	\$119.00

33260 FOMB

Invoice 170163822

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 11

**Total for WESTLAW**

**\$476.00**

**Charges and Disbursements Summary**

<b>Type of Disbursements</b>	<b>Amount</b>
REPRODUCTION	60.90
WESTLAW	476.00
<b>Total Expenses</b>	<b>\$536.90</b>
<b>Total Amount for this Matter</b>	<b>\$61,332.80</b>

UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO

-----X

In re:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

(Jointly Administered)

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.<sup>1</sup>

-----X

-----X

In re:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3566-LTS

THE EMPLOYEES RETIREMENT SYSTEM OF  
THE GOVERNMENT OF THE  
COMMONWEALTH OF PUERTO RICO,

Debtor.

-----X

**COVER SHEET TO FIFTEENTH MONTHLY FEE APPLICATION OF PROSKAUER  
ROSE LLP FOR COMPENSATION FOR FEES AND SERVICES RENDERED IN  
PUERTO RICO AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE  
FINANCIAL OVERSIGHT AND MANAGEMENT  
BOARD FOR PUERTO RICO, AS REPRESENTATIVE OF DEBTOR,  
EMPLOYEES RETIREMENT SYSTEM (“ERS”),  
FOR THE PERIOD JULY 1, 2018 THROUGH JULY 31, 2018**

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

**ALL FEES AND SERVICES IN THIS MONTHLY STATEMENT WERE  
INCURRED INSIDE PUERTO RICO**

Name of Applicant:	<u>Proskauer Rose LLP (“Proskauer”)</u>
Authorized to Provide Professional Services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to <u>PROMESA Section 315(b)</u>
Period for which compensation and reimbursement for fees and services in Puerto Rico is sought:	<u>July 1, 2018 through July 31, 2018</u>
Amount of compensation sought as actual, reasonable and necessary:	<u>\$3,795.00</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$0.00</u>
Total Amount for this Invoice:	<u>\$3,795.00</u>

This is a: X monthly \_\_\_ interim \_\_\_ final application.

This is Proskauer’s fifteenth monthly fee application in these cases and is for fees and services rendered in Puerto Rico.

**Principal Certification**

I hereby authorize the submission of this Monthly Fee Statement for July 2018.

A handwritten signature in blue ink, appearing to read 'Jaime A. El Koury', is written above a horizontal line.

Jaime A. El Koury  
General Counsel to the Financial Oversight and  
Management Board for Puerto Rico



On September 4, 2018 sent to:

**FOMB:**

Financial Oversight and Management Board  
40 Washington Square South  
Office 314A  
New York, NY 10012  
Attn: Professor Arthur J. Gonzalez  
FOMB Board Member

O'Neill & Borges LLC  
250 Muñoz Rivera Ave., Suite 800  
San Juan, PR 00918  
Attn: Hermann D. Bauer, Esq.

**Office of United States Trustee**

Office of the United States Trustee for the District of  
Puerto Rico  
Edificio Ochoa, 500 Tanca Street, Suite 301  
San Juan, PR 00901  
(In re: Commonwealth of Puerto Rico)

Office of the United States Trustee for Region 21  
75 Spring Street, SW, Room 362  
Atlanta, GA 30303  
Attn: Guy G. Gebhardt  
Acting United States Trustee (Region 21)  
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Unsecured  
Creditors:**

Paul Hastings LLP  
200 Park Avenue  
New York, NY 10166  
Attn: Luc. A. Despina, Esq.

Casillas, Santiago & Torres, LLC  
El Caribe Office Building  
53 Palmeras Street, Ste. 1601  
San Juan, Puerto Rico 00901-2419  
Attn: Juan J. Casillas Ayala, Esq.  
Alberto J. E. Añeses Negrón, Esq.

**Co-Counsel for the Fee Examiner**

Godfrey & Kahn S.C.  
One East Main Street, Suite 500  
Madison, WI 53703  
Attn: Katherine Stadler

EDGE Legal Strategies, PSC  
252 Ponce de León Avenue  
Citibank Tower, 12<sup>th</sup> Floor  
San Juan, PR 00918  
Attn: Eyck O. Lugo

**Co-Counsel for AAFAF:**

O'Melveny & Myers LLP,  
Times Square Tower  
7 Times Square  
New York, NY 10036  
Attn: John J. Rapisardi, Esq.  
Suzanne Uhland, Esq.  
Diana M. Perez, Esq.

Marini Pietrantonio Muñoz LLC  
MCS Plaza, Suite 500  
255 Ponce de León Ave  
San Juan, PR 00917  
Attn: Luis C. Marini-Biaggi, Esq.  
Carolina Velaz-Rivero, Esq.

**Co-Counsel for the Official Committee of Retirees:**

Jenner & Block LLP  
919 Third Avenue  
New York, NY 10022-3908  
Attn.: Robert Gordon, Esq.  
Richard Levin, Esq.

Jenner & Block LLP  
353 N. Clark Street  
Chicago, IL 60654  
Attn.: Catherine Steege, Esq.  
Melissa Root, Esq.

Bennazar, García & Milián, C.S.P.  
Edificio Union Plaza, PH-A  
416 Avenida Ponce de León  
Hato Rey, PR 00918  
Attn.: A.J. Bennazar-Zequeira, Esq.

**Puerto Rico Department of Treasury**

PO Box 9024140  
San Juan, PR 00902-4140  
Attn: Reylam Guerra Goderich, Deputy Assistant of  
Central Accounting  
Omar E. Rodríguez Pérez, CPA, Assistant  
Secretary of Central Accounting  
Angel L. Pantoja Rodríguez, Deputy Assistant of  
Internal Revenue and Tax Policy  
Francisco Parés Alicea, Assistant Secretary of  
Internal Revenue and Tax Policy  
Francisco Peña Montañez, CPA, Assistant  
Secretary of the Treasury

Summary of Legal Fees for the Period July 1, 2018 through July 31, 2018

ERS – General in Puerto Rico			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
203	Hearings and other non-filed communications with the Court	5.00	\$3,795.00
Total		5.00	\$3,795.00

Summary of Legal Fees for the Period July 1, 2018 through July 31, 2018

**ACROSS ALL ERS-RELATED MATTERS IN PUERTO RICO**

<b>Professional</b>	<b>Position/Title</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Brian S. Rosen	Partner	BSGR & B	\$759.00	5.00	\$3,795.00
<b>TOTAL</b>				<b>5.00</b>	<b>\$3,795.00</b>

<b>SUMMARY OF LEGAL FEES</b>	<b><u>Hours</u> 5.00</b>	<b><u>Fees</u> \$3,795.00</b>
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Proskauer requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$3,415.50, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00), in the total amount of \$3,415.50.

**Professional Certification**

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, Proskauer Rose LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.



Ann M. Ashton (*pro hac vice*)

Proskauer Rose LLP  
1001 Pennsylvania Avenue, NW  
Suite 600 South  
Washington, DC 20004-2533  
Tel: (202) 416-5825  
Fax: (202) 416-6899

## **Exhibit A**

33260 FOMB

Invoice 170163811

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD  
MEMBER0025 PROMESA TITLE III: ERS (PUERTO RICO  
TIME/EXPENSES)

Page 1

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Summary of Time Billed by Task		Hours	Value
203	Hearings and other non-filed communications with the Court	5.00	\$3,795.00
Total		5.00	\$3,795.00

33260 FOMB

Invoice 170163811

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD  
MEMBER

0025 PROMESA TITLE III: ERS (PUERTO RICO  
TIME/EXPENSES)

Page 2

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**Hearings and other non-filed communications with the Court -- 203**

Date	Timekeeper	Task	Description	Hours	Amount
07/24/18	Brian S. Rosen	203	Review ERS materials for hearing (2.80); Office conference with M. Bienenstock and J. El Koury regarding hearing (1.80).	4.60	\$3,491.40
07/26/18	Brian S. Rosen	203	Memorandum to M. Root regarding ERS hearing (0.10); Memorandum to D. Kemensky regarding public information/hearing (0.30).	0.40	\$303.60
<b>Hearings and other non-filed communications with the Court</b>				<b>5.00</b>	<b>\$3,795.00</b>
<b>Total for Professional Services</b>					<b>\$3,795.00</b>



33260 FOMB

Invoice 170163811

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD  
MEMBER

0025 PROMESA TITLE III: ERS (PUERTO RICO  
TIME/EXPENSES)

Page 3

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**Timekeeper Summary**

<b>Timekeeper</b>	<b>Status</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
BRIAN S. ROSEN	PARTNER	5.00	759.00	\$3,795.00
<b>Total for PARTNER</b>		<b>5.00</b>		<b>\$3,795.00</b>
	<b>Total</b>	<b>5.00</b>		<b>\$3,795.00</b>
	<b>Total Amount for this Matter</b>			<b>\$3,795.00</b>

UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO

-----X

In re:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND MANAGEMENT  
BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.<sup>1</sup>

No. 17 BK 3283-LTS

(Jointly Administered)

-----X

IN RE:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE EMPLOYEES RETIREMENT SYSTEM OF THE  
GOVERNMENT OF THE COMMONWEALTH OF  
PUERTO RICO,

Debtor.

No. 17 BK 3566-LTS

-----X

**COVER SHEET TO SIXTEENTH MONTHLY FEE APPLICATION OF PROSKAUER  
ROSE LLP FOR COMPENSATION FOR FEES AND SERVICES RENDERED OUTSIDE  
OF PUERTO RICO AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE  
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS  
REPRESENTATIVE OF DEBTOR, EMPLOYEES RETIREMENT SYSTEM  
(“ERS”), FOR THE PERIOD AUGUST 1, 2018 THROUGH AUGUST 31, 2018**

**ALL FEES AND SERVICES IN THIS MONTHLY FEE STATEMENT WERE  
INCURRED OUTSIDE OF PUERTO RICO**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

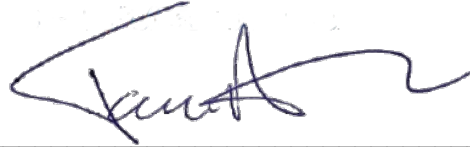
Name of Applicant:	<u>Proskauer Rose LLP (“Proskauer”)</u>
Authorized to Provide Professional Services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to <u>PROMESA Section 315(b)</u>
Period for which compensation and reimbursement for fees and services outside of Puerto Rico is sought:	<u>August 1, 2018 through August 31, 2018</u>
Amount of compensation sought as actual, reasonable and necessary:	<b><u>\$191,009.30</u></b>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<b><u>\$3,757.40</u></b>
Total Amount for these Invoices:	<b><u>\$194,766.70</u></b>

This is a: X monthly \_\_ interim \_\_ final application.

This is Proskauer’s sixteenth monthly fee application in these cases and is for fees and services rendered outside of Puerto Rico.

**Principal Certification**

I hereby authorize the submission of this Monthly Fee Statement for August 2018.

A handwritten signature in dark ink, appearing to read 'Jaime A. El Koury', is positioned above a horizontal line.

Jaime A. El Koury  
General Counsel to the Financial Oversight and  
Management Board for Puerto Rico

On September 24, 2018 sent to:

**FOMB:**

Financial Oversight and Management Board  
40 Washington Square South  
Office 314A  
New York, NY 10012  
Attn: Professor Arthur J. Gonzalez  
FOMB Board Member

O'Neill & Borges LLC  
250 Muñoz Rivera Ave., Suite 800  
San Juan, PR 00918  
Attn: Hermann D. Bauer, Esq.

**Office of United States Trustee**

Office of the United States Trustee for the District of  
Puerto Rico  
Edificio Ochoa, 500 Tanca Street, Suite 301  
San Juan, PR 00901  
(In re: Commonwealth of Puerto Rico)

Office of the United States Trustee for Region 21  
75 Spring Street, SW, Room 362  
Atlanta, GA 30303  
Attn: Guy G. Gebhardt  
Acting United States Trustee (Region 21)  
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Unsecured  
Creditors:**

Paul Hastings LLP  
200 Park Avenue  
New York, NY 10166  
Attn: Luc. A. Despins, Esq.

Casillas, Santiago & Torres, LLC  
El Caribe Office Building  
53 Palmeras Street, Ste. 1601  
San Juan, Puerto Rico 00901-2419  
Attn: Juan J. Casillas Ayala, Esq.  
Alberto J. E. Añeses Negrón, Esq.

**Co-Counsel for the Fee Examiner**

Godfrey & Kahn S.C.  
One East Main Street, Suite 500  
Madison, WI 53703  
Attn: Katherine Stadler

EDGE Legal Strategies, PSC  
252 Ponce de León Avenue  
Citibank Tower, 12<sup>th</sup> Floor  
San Juan, PR 00918  
Attn: Eyck O. Lugo

**Co-Counsel for AAFAF:**

O'Melveny & Myers LLP,  
Times Square Tower  
7 Times Square  
New York, NY 10036  
Attn: John J. Rapisardi, Esq.  
Suzanne Uhland, Esq.  
Diana M. Perez, Esq.

Marini Pietrantonio Muñiz LLC  
MCS Plaza, Suite 500  
255 Ponce de León Ave  
San Juan, PR 00917  
Attn: Luis C. Marini-Biaggi, Esq.  
Carolina Velaz-Rivero, Esq.

**Co-Counsel for the Official Committee of Retirees:**

Jenner & Block LLP  
919 Third Avenue  
New York, NY 10022-3908  
Attn.: Robert Gordon, Esq.  
Richard Levin, Esq.

Jenner & Block LLP  
353 N. Clark Street  
Chicago, IL 60654  
Attn.: Catherine Steege, Esq.  
Melissa Root, Esq.

Bennazar, García & Milián, C.S.P.  
Edificio Union Plaza, PH-A  
416 Avenida Ponce de León  
Hato Rey, PR 00918  
Attn.: A.J. Bennazar-Zequeira, Esq.

**Puerto Rico Department of Treasury**

PO Box 9024140  
San Juan, PR 00902-4140  
Attn: Reylam Guerra Goderich, Deputy Assistant of  
Central Accounting  
Omar E. Rodríguez Pérez, CPA, Assistant  
Secretary of Central Accounting  
Angel L. Pantoja Rodríguez, Deputy Assistant of  
Internal Revenue and Tax Policy  
Francisco Parés Alicea, Assistant Secretary of  
Internal Revenue and Tax Policy  
Francisco Peña Montañez, CPA, Assistant  
Secretary of the Treasury

**Summary of Disbursements for the Period August 1, 2018 through August 31, 2018**

<b>ERS – Altair</b>			
<b>Task Code</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
201	Tasks relating to the Board, its Members, its Staff, its Advisors or its Consultants	2.70	\$2,049.30
202	Legal Research	7.70	\$5,844.30
203	Hearings and Other Non-Filed Communications with the Court	1.60	\$1,214.40
204	Communications with Claimholders	10.50	\$7,969.50
205	Communications with the Commonwealth and its Representatives of the Commonwealth or its Instrumentalities	1.10	\$834.90
206	Documents Filed on Behalf of the Board	27.50	\$20,872.50
207	Non-Board Court Filings	32.50	\$24,667.50
208	Stay Matters	68.50	\$51,991.50
210	Analysis and Strategy	93.60	\$71,042.40
212	General Administration	2.80	\$728.00
214	Legal/Regulatory Matters	0.40	\$303.60
216	Confirmation	0.10	\$75.90
219	Appeal	4.50	\$3,415.50
<b>Total</b>		<b>253.50</b>	<b>\$191,009.30</b>

Summary of Disbursements for the Period August 1, 2018 through August 31, 2018

**ACROSS ALL ERS-RELATED MATTERS**

<b>Professional</b>	<b>Position/Title</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Brian S. Rosen	Partner	BSGR & B	\$759.00	7.00	\$5,313.00
Ehud Barak	Partner	BSGR & B	\$759.00	0.80	\$607.20
Jeffrey W. Levitan	Partner	BSGR & B	\$759.00	14.90	\$11,309.10
Jonathan E. Richman	Partner	Litigation	\$759.00	0.90	\$683.10
Kevin J. Perra	Partner	Litigation	\$759.00	18.40	\$13,965.60
Margaret A. Dale	Partner	Litigation	\$759.00	14.70	\$11,157.30
Mark Harris	Partner	Litigation	\$759.00	0.80	\$607.20
Martin J. Bienenstock	Partner	BSGR & B	\$759.00	1.60	\$1,214.40
Michael A. Firestein	Partner	Litigation	\$759.00	0.90	\$683.10
Paul Possinger	Partner	BSGR & B	\$759.00	31.40	\$23,832.60
Ralph C. Ferrara	Partner	Litigation	\$759.00	0.20	\$151.80
Stephen L. Ratner	Partner	Litigation	\$759.00	4.10	\$3,111.90
Steven O. Weise	Partner	Corporate	\$759.00	16.00	\$12,144.00
Timothy W. Mungovan	Partner	Litigation	\$759.00	7.90	\$5,996.10
Chris Theodoridis	Associate	Corporate	\$759.00	62.70	\$47,589.30
Elliot Stevens	Associate	BSGR & B	\$759.00	1.90	\$1,442.10
Lucy Wolf	Associate	Litigation	\$759.00	0.60	\$455.40
Maja Zerjal	Associate	BSGR & B	\$759.00	0.40	\$303.60
Matthew I. Rochman	Associate	Litigation	\$759.00	0.60	\$455.40
Michael R. Hackett	Associate	Litigation	\$759.00	45.90	\$34,838.10
William D. Dalsen	Associate	Litigation	\$759.00	19.00	\$14,421.00
<b>TOTAL</b>				<b>250.70</b>	<b>\$190,281.30</b>

Summary of Disbursements for the Period August 1, 2018 through August 31, 2018

Paraprofessional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Lawrence T. Silvestro	Legal Assistant	Litigation	\$260.00	2.80	\$728.00
TOTAL				2.80	\$728.00

SUMMARY OF LEGAL FEES	<u>Hours</u> 253.50	<u>Fees</u> \$191,009.30
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Summary of Disbursements for the Period August 1, 2018 through August 31, 2018

**ACROSS ALL ERS-RELATED MATTERS**

<b>EXPENSE CATEGORY</b>	<b>AMOUNTS</b>
Reproduction	\$69.40
LEXIS	\$2,824.00
Westlaw	\$864.00
<b>Total</b>	<b>\$3,757.40</b>

Proskauer requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$171,908.37 and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$3,757.40, for service rendered outside of Puerto Rico) in the total amount of \$175,665.77.

**Professional Certification**

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, Proskauer Rose LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

I further certify that, with respect to the fees and services rendered pursuant to this monthly fee statement, (i) Proskauer Rose LLP was not doing business in Puerto Rico and (ii) the services rendered by Proskauer Rose LLP were not performed in Puerto Rico.



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Ann M. Ashton (*pro hac vice*)

Proskauer Rose LLP  
1001 Pennsylvania Avenue, NW  
Suite 600 South  
Washington, DC 20004-2533  
Tel: (202) 416-5825  
Fax: (202) 416-6899

## **Exhibit A**

33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD  
MEMBER

0045 ERS TITLE III - ALTAIR

Page 1

Summary of Time Billed by Task		Hours	Value
201	Tasks relating to the Board and Associated Members	2.70	\$2,049.30
202	Legal Research	7.70	\$5,844.30
203	Hearings and other non-filed communications with the Court	1.60	\$1,214.40
204	Communications with Claimholders	10.50	\$7,969.50
205	Communications with the Commonwealth and its Representatives	1.10	\$834.90
206	Documents Filed on Behalf of the Board	27.50	\$20,872.50
207	Non-Board Court Filings	32.50	\$24,667.50
208	Stay Matters	68.50	\$51,991.50
210	Analysis and Strategy	93.60	\$71,042.40
212	General Administration	2.80	\$728.00
214	Legal/Regulatory Matters	0.40	\$303.60
216	Confirmation	0.10	\$75.90
219	Appeal	4.50	\$3,415.50
Total		253.50	\$191,009.30

**Tasks relating to the Board and Associated Members -- 201**

Date	Timekeeper	Task	Description	Hours	Amount
08/09/18	William D. Dalsen	201	Correspondence with litigation team and local counsel regarding Court filing.	0.20	\$151.80
08/10/18	Timothy W. Mungovan	201	Communications with K. Rifkind regarding upcoming meeting with certain ERS bondholders.	0.10	\$75.90
08/11/18	Paul Possinger	201	E-mail to K. Rifkind summarizing status of ERS litigation.	1.20	\$910.80
08/17/18	Timothy W. Mungovan	201	Communications with K. Rifkind and P. Possinger regarding Court of Federal Claims case (0.20); Communications with K. Rifkind and P. Possinger regarding impact of Court's decision and order entering summary judgment in favor of Board on Court of Federal Claims case (0.20).	0.40	\$303.60
08/20/18	Paul Possinger	201	E-mails with O'Neill regarding Act 106 issues.	0.30	\$227.70
08/24/18	Paul Possinger	201	Finalize memorandum regarding next steps for Board.	0.40	\$303.60
08/24/18	Stephen L. Ratner	201	E-mail with P. Possinger, T. Mungovan, K. Perra, K. Rifkind, et al. regarding procedural matters regarding Court of Federal Claims case.	0.10	\$75.90
<b>Tasks relating to the Board and Associated Members</b>				<b>2.70</b>	<b>\$2,049.30</b>

**Legal Research -- 202**

Date	Timekeeper	Task	Description	Hours	Amount
08/15/18	Chris Theodoridis	202	Research regarding operative date to measure collateral value for adequate protection purposes.	3.70	\$2,808.30
08/20/18	Chris Theodoridis	202	Research regarding applicability of Bankruptcy Code to invalidated liens.	3.90	\$2,960.10
08/22/18	Elliot Stevens	202	Call with C. Theodoridis to discuss research relating to Court of Claims case.	0.10	\$75.90
<b>Legal Research</b>				<b>7.70</b>	<b>\$5,844.30</b>

**Hearings and other non-filed communications with the Court -- 203**

Date	Timekeeper	Task	Description	Hours	Amount
08/02/18	Michael R. Hackett	203	Review hearing transcript.	0.80	\$607.20
08/03/18	Margaret A. Dale	203	Review transcript of July omnibus hearing regarding Judge Swain's direction.	0.40	\$303.60

33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 3

Date	Timekeeper	Task	Description	Hours	Amount
08/07/18	Margaret A. Dale	203	Review transcript of omnibus hearing regarding ERS bondholders' request.	0.40	\$303.60
<b>Hearings and other non-filed communications with the Court</b>				<b>1.60</b>	<b>\$1,214.40</b>

**Communications with Claimholders -- 204**

Date	Timekeeper	Task	Description	Hours	Amount
08/03/18	Michael R. Hackett	204	Review correspondence from bondholders regarding scheduling motion.	0.60	\$455.40
08/03/18	Timothy W. Mungovan	204	Communications with counsel for ERS bondholders regarding proposed motion to set schedule of events and deadlines, including discovery, prior to final hearing on motion to lift stay.	0.30	\$227.70
08/03/18	Margaret A. Dale	204	E-mail communications with ERS bondholders' counsel regarding proposed scheduling order (0.40); Communications with Jenner & Block and AAFAF regarding draft of debtors' opposition to ERS bondholders' proposed scheduling order and competing proposal (0.40).	0.80	\$607.20
08/13/18	Margaret A. Dale	204	E-mails with ERS bondholders regarding meet and confer (0.10); E-mails with B. Rosen and P. Possinger regarding meet and confer with ERS bondholders (0.20).	0.30	\$227.70
08/14/18	Paul Possinger	204	Attend meet and confer call (0.50); Call with Retiree Committee regarding motion (0.40); Review call summary from White & Case (0.30).	1.20	\$910.80
08/14/18	Chris Theodoridis	204	Meet and confer between Proskauer, O'Melveny, Jones Day, White & Case regarding bondholders' motion to lift stay.	0.50	\$379.50
08/14/18	Margaret A. Dale	204	Conference call with bondholders' counsel and O'Melveny regarding proposed discovery and joint statement to Court.	0.50	\$379.50
08/14/18	Michael R. Hackett	204	Discussion with bondholders counsel regarding schedule and stipulations.	0.50	\$379.50
08/14/18	William D. Dalsen	204	Attend meet and confer with counsel to bondholders regarding discovery requests.	0.50	\$379.50
08/15/18	Margaret A. Dale	204	Review e-mail from bondholders regarding discovery schedule (0.20); Communications with P. Possinger and O'Melveny regarding same (0.10).	0.30	\$227.70
08/15/18	Jeffrey W. Levitan	204	Review e-mails from litigation team regarding meet and confer (0.20); Review drafts of stipulation (0.20).	0.40	\$303.60

33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 4

Date	Timekeeper	Task	Description	Hours	Amount
08/16/18	Margaret A. Dale	204	Draft response to bondholders' e-mail concerning discovery (0.20); Communications with O'Melveny and bondholders regarding discovery schedule (0.20).	0.40	\$303.60
08/17/18	Margaret A. Dale	204	Draft and circulate proposed e-mail to bondholders regarding decision and need to withdraw their motion.	0.30	\$227.70
08/17/18	Paul Possinger	204	Call with Centerbridge regarding ERS settlement discussions (0.50); Follow-up e-mails with ERS team regarding same (0.30); Call with E. Barak regarding status (0.20).	1.00	\$759.00
08/18/18	Timothy W. Mungovan	204	Communications with P. Possinger regarding meet and confer with counsel to claimholders in light of Court's summary judgment decision in Altair.	0.20	\$151.80
08/19/18	Margaret A. Dale	204	Review proposed stipulation from bondholders' counsel resolving Aug 6 Order in light of Aug 17 decision.	0.20	\$151.80
08/19/18	Paul Possinger	204	Review proposed statement resolving lift stay motion.	0.20	\$151.80
08/20/18	Timothy W. Mungovan	204	Communications with P. Possinger, M. Dale, W. Dalsen and counsel for Altair regarding proposed stipulation.	0.20	\$151.80
08/23/18	Paul Possinger	204	Call with Jones Day regarding stipulation.	0.20	\$151.80
08/24/18	Paul Possinger	204	E-mails with Jones Day regarding statement of remaining lien challenges.	0.20	\$151.80
08/28/18	Paul Possinger	204	Call with bondholders' counsel regarding statement on remaining adversary counts (0.30); E-mails with ERS team regarding same (0.30).	0.60	\$455.40
08/28/18	Timothy W. Mungovan	204	Communications with P. Possinger and M. Hackett regarding discussions with counsel for Altair regarding draft joint statement.	0.30	\$227.70
08/30/18	Paul Possinger	204	E-mails with bondholder counsel regarding joint statement on lien challenge counts (0.30); E-mails with Retiree Committee regarding joint stipulation (0.30).	0.60	\$455.40
08/31/18	Paul Possinger	204	E-mails with bondholder counsel regarding joint statement.	0.20	\$151.80
<b>Communications with Claimholders</b>				<b>10.50</b>	<b>\$7,969.50</b>

**Communications with the Commonwealth and its Representatives -- 205**

Date	Timekeeper	Task	Description	Hours	Amount
08/09/18	Jeffrey W. Levitan	205	Teleconference with E. McKeen, S. Uhland, B. Rosen, C. Theodoridis regarding collateral issues.	0.40	\$303.60



33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 5

Date	Timekeeper	Task	Description	Hours	Amount
08/17/18	Margaret A. Dale	205	Communications with team and O'Melveny regarding decision and impact on discovery.	0.40	\$303.60
08/22/18	Paul Possinger	205	Call with O'Melveny regarding lien challenge stipulation.	0.30	\$227.70
<b>Communications with the Commonwealth and its Representatives</b>				<b>1.10</b>	<b>\$834.90</b>

**Documents Filed on Behalf of the Board -- 206**

Date	Timekeeper	Task	Description	Hours	Amount
08/03/18	Michael R. Hackett	206	Correspondence with litigation team regarding scheduling motion (1.40); Draft opposition to scheduling motion (1.30); Review prior filings related to scheduling motion (0.90); Correspondence with counsel to AAFAF and Retiree Committee regarding scheduling motion (0.40); Revise and finalize scheduling motion for filing (0.70).	4.70	\$3,567.30
08/03/18	Brian S. Rosen	206	Review and revise objection to joint motion and memorandum regarding same.	1.40	\$1,062.60
08/03/18	Margaret A. Dale	206	Communications with M. Hackett and W. Dalsen regarding debtors' opposition to ERS bondholders' proposed scheduling order (1.10); Review and revise drafts of debtors' opposition to ERS bondholders' proposed scheduling order and competing proposal (0.80); Communications with W. Dalsen and local counsel regarding proposed form of order (0.40).	2.30	\$1,745.70
08/03/18	Kevin J. Perra	206	Review drafts of opposition to urgent motion (0.70); E-mails to litigation team regarding same (0.40).	1.10	\$834.90
08/03/18	Timothy W. Mungovan	206	Communications with B. Rosen, M. Dale, K. Perra, M. Hackett and W. Dalsen regarding responding to bondholders' draft proposed scheduling motion.	0.40	\$303.60
08/04/18	William D. Dalsen	206	Correspondence with M. Dale regarding objection to urgent motion to set schedule and discovery deadlines.	0.20	\$151.80
08/06/18	Chris Theodoridis	206	Draft declaration in support of opposition to ERS bondholders' motion to lift stay.	3.90	\$2,960.10
08/07/18	Stephen L. Ratner	206	E-mail with W. Dalsen, T. Mungovan, M. Dale, et al. regarding declaration regarding discovery and procedural matters.	0.10	\$75.90

33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 6

Date	Timekeeper	Task	Description	Hours	Amount
08/07/18	William D. Dalsen	206	Review draft declaration in opposition to motion for adequate protection.	0.30	\$227.70
08/08/18	Brian S. Rosen	206	Conference call with team, et al, regarding Court submission.	0.60	\$455.40
08/09/18	Brian S. Rosen	206	Review and revise P. Possinger declaration (0.30); Memorandum to C. Theodoridis regarding same (0.10); Conference with ERS team regarding declaration (0.20).	0.60	\$455.40
08/10/18	Michael R. Hackett	206	Review final declaration regarding motion for adequate protection (0.70); Coordinate with litigation team regarding filing (0.20).	0.90	\$683.10
08/17/18	Michael R. Hackett	206	Continue to revise draft joint stipulation (1.20); Correspondence with litigation team regarding joint stipulation (0.70).	1.90	\$1,442.10
08/17/18	Margaret A. Dale	206	Review edits and revise proposed joint stipulation of facts (0.50); Communications with P. Possinger, M. Hackett, and W. Dalsen regarding edits to joint stipulation of facts (0.30).	0.80	\$607.20
08/20/18	Paul Possinger	206	Review and revise statement resolving lift-stay motion.	0.90	\$683.10
08/20/18	Jeffrey W. Levitan	206	Revise stipulation regarding adequate protection.	0.20	\$151.80
08/21/18	Kevin J. Perra	206	Review draft joint proposal.	0.20	\$151.80
08/22/18	Jeffrey W. Levitan	206	Review draft response to order to show cause.	0.20	\$151.80
08/22/18	Paul Possinger	206	Review stipulation regarding remaining counts in lien challenge adversary (0.30); E-mails with litigation team regarding same (0.40).	0.70	\$531.30
08/22/18	Michael R. Hackett	206	Review proposed joint stipulation from bondholders regarding effect of summary judgment decision (0.70); Correspondence with litigation team regarding joint stipulation (0.80).	1.50	\$1,138.50
08/22/18	William D. Dalsen	206	Review proposed response to order to show cause.	0.40	\$303.60
08/23/18	William D. Dalsen	206	Correspondence with litigation team regarding proposed joint statement in response to order to show cause.	0.10	\$75.90
08/23/18	Paul Possinger	206	Review and revise stipulation regarding remaining counts (0.40); E-mail to M. Hackett regarding same (0.40).	0.80	\$607.20
08/27/18	William D. Dalsen	206	Office conference with M. Hackett regarding status report (0.10); Correspondence with M. Dale and team regarding status report (0.10).	0.20	\$151.80

33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 7

Date	Timekeeper	Task	Description	Hours	Amount
08/28/18	Margaret A. Dale	206	Communications with P. Possinger regarding joint statement regarding assessment of effect of summary judgment order on Altair adversary proceeding (0.20); Review draft joint statement and edits from White & Case to same (0.20).	0.40	\$303.60
08/28/18	Michael R. Hackett	206	Review proposed joint submission from bondholders (0.80); Revise joint submission (0.30); Correspondence with legal team regarding joint submission (0.20).	1.30	\$986.70
08/28/18	Kevin J. Perra	206	Review drafts of joint submission regarding effect of ERS summary judgment decision (0.30); E-mails with ERS team regarding same (0.30).	0.60	\$455.40
08/28/18	Paul Possinger	206	Review updated statement regarding lien challenge adversary.	0.30	\$227.70
08/30/18	Paul Possinger	206	Review updated draft of joint stipulation (0.20); Revise statement (0.20).	0.40	\$303.60
08/30/18	Jeffrey W. Levitan	206	Review order to show cause response.	0.10	\$75.90
<b>Documents Filed on Behalf of the Board</b>				<b>27.50</b>	<b>\$20,872.50</b>

**Non-Board Court Filings -- 207**

Date	Timekeeper	Task	Description	Hours	Amount
08/03/18	Brian S. Rosen	207	Review bondholder affidavit and exhibits (0.60); Teleconference with M. Dale regarding same (0.20).	0.80	\$607.20
08/03/18	Timothy W. Mungovan	207	Review bondholders motion to establish schedule (0.30); Review bondholders' draft proposed scheduling motion (0.30).	0.60	\$455.40
08/03/18	Lucy Wolf	207	Review July 20 revised scheduling order for ERS bondholders.	0.30	\$227.70
08/03/18	Paul Possinger	207	Review affidavit of ERS bondholders in support of stay relief (0.40); Call with B. Rosen and J. Levitan regarding same (0.30).	0.70	\$531.30
08/06/18	Paul Possinger	207	Review bondholder reply regarding scheduling supplemental briefing, related e-mails.	0.40	\$303.60
08/06/18	William D. Dalsen	207	Review bondholders' reply in support of motion seeking discovery (0.20); Review order granting scheduling motion (0.20).	0.40	\$303.60
08/06/18	Jeffrey W. Levitan	207	Review Altair reply (0.30); E-mail with P. Possinger regarding Altair reply (0.40); Review Retiree Committee joinder (0.10).	0.80	\$607.20

33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 8

Date	Timekeeper	Task	Description	Hours	Amount
08/06/18	Michael R. Hackett	207	Analyze bondholders' reply in support of motion for adequate protection (1.20); Correspondence with litigation team regarding reply (0.60).	1.80	\$1,366.20
08/06/18	Brian S. Rosen	207	Review order regarding briefing (0.10); Memorandum to M. Dale regarding same (0.10).	0.20	\$151.80
08/07/18	Margaret A. Dale	207	Review scheduling order.	0.10	\$75.90
08/07/18	Jeffrey W. Levitan	207	Review supplemental Altair 2019 statement.	0.10	\$75.90
08/07/18	Michael R. Hackett	207	Analysis of Court's order regarding joint submission and disputed facts (1.10); Correspondence with legal team regarding Court's order and next steps (0.80).	1.90	\$1,442.10
08/07/18	Timothy W. Mungovan	207	Review Judge Swain's order scheduling deadlines in connection with ERS bondholders' motion requesting supplemental briefing and discovery.	0.20	\$151.80
08/15/18	William D. Dalsen	207	Review Court of Federal Claims decision and docket.	0.40	\$303.60
08/16/18	Jeffrey W. Levitan	207	Review M. Bienenstock e-mail regarding ERS decision (0.10); Review and analyze decision (1.60).	1.70	\$1,290.30
08/17/18	Martin J. Bienenstock	207	Review Judge Swain opinion on bondholders' security interests in ERS assets (1.30); Analyze same for Board (0.30).	1.60	\$1,214.40
08/17/18	Michael R. Hackett	207	Review Court's decision on cross-motions for summary judgment (1.80); Correspondence with litigation team regarding decision (0.70).	2.50	\$1,897.50
08/17/18	Steven O. Weise	207	Review Court decision on UCC issues.	1.20	\$910.80
08/17/18	Paul Possinger	207	Review ruling on lien challenge (1.20); Calls with E. Barak and T. Mungovan regarding same (0.50); E-mail to bond counsel regarding same (0.20); E-mails with ERS team regarding same (0.30).	2.20	\$1,669.80
08/17/18	William D. Dalsen	207	Review decision on motion for summary judgment.	0.50	\$379.50
08/17/18	Maja Zerjal	207	Review decision on ERS bondholders' lien.	0.40	\$303.60
08/17/18	Jonathan E. Richman	207	Review decision on summary judgment motions.	0.90	\$683.10
08/17/18	Stephen L. Ratner	207	Review decision on summary judgment motion (0.30); E-mail with T. Mungovan, P. Possinger, M. Bienenstock, S. Weise, et al. regarding decision on summary judgment motion (0.30).	0.60	\$455.40
08/17/18	Michael A. Firestein	207	Review Court's ERS opinion.	0.40	\$303.60
08/17/18	Elliot Stevens	207	Analyze opinion on motions for summary judgment (0.40); E-mails with C. Theodoridis discussing same (0.10).	0.50	\$379.50

33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 9

Date	Timekeeper	Task	Description	Hours	Amount
08/17/18	Kevin J. Perra	207	Review and analyze summary judgment ruling in Board v. ERS (1.10); E-mails and discussions with ERS team regarding same (0.20).	1.30	\$986.70
08/17/18	Margaret A. Dale	207	Review decision on cross motions for summary judgment.	0.50	\$379.50
08/17/18	Timothy W. Mungovan	207	Review Court's decision and order entering summary judgment in favor of Board on issue of whether ERS bondholders have secured lien (0.40); Communications with M. Bienenstock and Board concerning Court's decision and order entering summary judgment in favor of Board on issue of whether ERS bondholders have secured lien (0.30).	0.70	\$531.30
08/17/18	Brian S. Rosen	207	Review decision regarding perfection (1.10); Memorandum to team regarding same (0.20).	1.30	\$986.70
08/18/18	Michael R. Hackett	207	Continue to review Court's decision on cross-motions for summary judgment.	1.90	\$1,442.10
08/20/18	Stephen L. Ratner	207	Review decision regarding summary judgment.	0.40	\$303.60
08/21/18	Timothy W. Mungovan	207	Review Judge Swain's order denying ERS bondholders' motion for relief from stay.	0.10	\$75.90
08/22/18	Jeffrey W. Levitan	207	Review order to show cause regarding complaint.	0.10	\$75.90
08/22/18	Michael R. Hackett	207	Review summary judgment decision, complaint, and counterclaims.	0.90	\$683.10
08/24/18	Jeffrey W. Levitan	207	Review order regarding status report.	0.10	\$75.90
08/24/18	Paul Possinger	207	Review PayGo complaint for counts affected by lien challenge (0.60); E-mails with ERS team regarding same (0.30).	0.90	\$683.10
08/24/18	Timothy W. Mungovan	207	Communications with K. Perra, J. Levitan, P. Possinger, E. Barak, W. Dalsen and M. Hackett regarding Court order directing parties to file a joint status report (0.10); Review Court order directing parties to file a joint status report (0.10).	0.20	\$151.80
08/29/18	William D. Dalsen	207	Review notice of supplemental authority filed in Altair v. U.S. matter before Court of Federal Claims.	0.20	\$151.80
08/29/18	Michael R. Hackett	207	Review notices filed in Court of Federal Claims lawsuit (0.60); Correspondence with legal team regarding notices (0.10).	0.70	\$531.30
08/29/18	Kevin J. Perra	207	Review filing in Altair v. US regarding ERS summary judgment ruling (0.30); E-mails with ERS team regarding same (0.10).	0.40	\$303.60

33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 10

Date	Timekeeper	Task	Description	Hours	Amount
08/30/18	Kevin J. Perra	207	Review filings in Altair v. USA (0.20); E-mails with ERS team regarding same (0.30).	0.50	\$379.50
08/30/18	Stephen L. Ratner	207	Review bondholders' filing regarding supplemental authority.	0.10	\$75.90
08/30/18	Timothy W. Mungovan	207	Review ERS bondholders' notice of supplemental authority responding to Government's previous filing in Court of Federal Claims litigation.	0.20	\$151.80
08/30/18	William D. Dalsen	207	Review response to notice of supplemental authority from ERS bondholders in Court of Federal Claims case.	0.30	\$227.70
08/31/18	Lucy Wolf	207	Review order to show cause regarding dismissal of remaining claims and counterclaims and order and opinion granting in part and denying in part summary judgment (0.20); Review order denying adequate protection motion by ERS creditors (0.10).	0.30	\$227.70
08/31/18	Paul Possinger	207	Review order regarding joint statement.	0.20	\$151.80
<b>Non-Board Court Filings</b>				<b>32.50</b>	<b>\$24,667.50</b>

**Stay Matters -- 208**

Date	Timekeeper	Task	Description	Hours	Amount
08/02/18	Kevin J. Perra	208	E-mails to litigation team regarding lift stay hearing issues (0.10); Review documents and order for same (0.50).	0.60	\$455.40
08/02/18	Michael R. Hackett	208	Review correspondence regarding proposed schedule (0.60); Correspondence with litigation team regarding proposed schedule (0.90); Develop strategy for briefing on lift-stay motion (0.30).	1.80	\$1,366.20
08/02/18	Jeffrey W. Levitan	208	Review C. DiPompeo e-mail regarding Altair stipulation (0.10); E-mail to K. Perra regarding stipulation (0.10); E-mails to M. Hackett regarding discovery (0.20); E-mail to B. Rosen regarding stipulation (0.10).	0.50	\$379.50
08/02/18	Brian S. Rosen	208	Memorandum to C. DiPompeo regarding ERS schedule in connection with lift-stay motion.	0.10	\$75.90
08/03/18	William D. Dalsen	208	Draft opposition to urgent motion to set schedule and discovery deadlines for motion for relief from automatic stay.	5.50	\$4,174.50

33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 11

Date	Timekeeper	Task	Description	Hours	Amount
08/03/18	Jeffrey W. Levitan	208	Conferences with B. Rosen regarding Altair stipulation (0.20); Review DiPompeo e-mail regarding scheduling (0.10); Review Sooknanan declaration (0.40); E-mails with M. Dale regarding scheduling order (0.30); Draft outline of response to declaration (0.40); Teleconference with M. Dale regarding Altair (0.10); Teleconference with B. Rosen, P. Possinger regarding Altair schedule (0.20); E-mail with P. Possinger regarding Altair stipulation (0.10); E-mail with C. Theodoridis regarding Altair motion (0.10); Review Altair motion regarding scheduling (0.20); Review draft of Altair response (0.30).	2.40	\$1,821.60
08/03/18	Michael A. Firestein	208	Review new lift-stay motion by ERS bond holders.	0.30	\$227.70
08/03/18	Chris Theodoridis	208	Review ERS bondholders pleadings filed in connection with supplemental briefing of stay relief motion.	2.70	\$2,049.30
08/03/18	Margaret A. Dale	208	Review ERS bondholders' declaration/additional submission in support of motion to lift stay.	0.90	\$683.10
08/04/18	Timothy W. Mungovan	208	Communications with S. Ratner regarding Board's position on schedule for bondholders' motion to lift stay (0.30); Communications with M. Dale regarding Board's position on schedule for bondholders' motion to lift stay (0.10); Review Board's response to bondholders' urgent motion to set schedule on motion to lift stay (0.30).	0.70	\$531.30
08/06/18	Jeffrey W. Levitan	208	Teleconference with C. Theodoridis, M. Dale regarding response to Altair declaration.	0.20	\$151.80
08/06/18	Margaret A. Dale	208	Conference call with J. Levitan and C. Theodoridis regarding response to ERS bondholders' supplemental declaration in support of motion for relief from stay.	0.30	\$227.70
08/06/18	Chris Theodoridis	208	Confer with J. Levitan and M. Dale regarding opposition to ERS bondholders' supplemental declaration regarding lift stay motion.	0.20	\$151.80
08/06/18	Kevin J. Perra	208	Review reply motion on relief from automatic stay (0.30); Review moving papers regarding same (0.70).	1.00	\$759.00



33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 12

Date	Timekeeper	Task	Description	Hours	Amount
08/07/18	William D. Dalsen	208	Correspondence with litigation team regarding opposition declaration (0.30); Call with M. Dale regarding supplemental declaration and next steps (0.30); Correspondence with M. Dale and counsel to Retiree Committee regarding opposition declaration and next steps (0.30).	0.90	\$683.10
08/07/18	Margaret A. Dale	208	Review Retiree Committee's e-mail regarding potential opposition to ERS Bondholders' urgent motion (0.10); Teleconference with J. Levitan regarding opposition to ERS Bondholders' urgent motion (0.10); Conference call with M. Hackett and W. Dalsen regarding declaration opposing ERS Bondholders' urgent motion (0.30); Review and provide comments to C. Theodoridis on draft of supplemental declaration (0.30).	0.80	\$607.20
08/07/18	Chris Theodoridis	208	Draft declaration in support of opposition to ERS bondholders' motion to lift stay.	6.80	\$5,161.20
08/07/18	Jeffrey W. Levitan	208	Review scheduling order (0.10); Review M. Dale e-mails regarding response (0.10); Review C. Steege e-mail regarding opposition (0.10); Conferences with C. Theodoridis regarding opposition (0.50); Teleconferences with M. Dale regarding opposition (0.30); Review C. Theodoridis e-mail regarding declaration response (0.10); Review draft response (0.30); Conference with B. Rosen regarding response (0.10).	1.60	\$1,214.40
08/08/18	Jeffrey W. Levitan	208	E-mail with B. Rosen regarding preparation for UCC call (0.10); Prepare for call (0.20); Attend call with C. Steege, P. Possinger, C. Theodoridis, B. Rosen regarding response to declaration (0.50); Conferences with C. Theodoridis regarding response (0.50); Review transcript and pleadings, edit response (1.20); Teleconference with M. Hackett regarding response (0.10).	2.60	\$1,973.40
08/08/18	Margaret A. Dale	208	Conference call with Retiree Committee counsel regarding supplemental submission on motion for relief from stay (0.50); Review and revise draft of P. Possinger supplemental declaration (0.50); Communications with C. Theodoridis regarding supplemental declaration (0.10).	1.10	\$834.90



33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 13

Date	Timekeeper	Task	Description	Hours	Amount
08/08/18	William D. Dalsen	208	Review draft declaration in opposition to ERS bondholders' motion to lift stay.	0.60	\$455.40
08/08/18	Paul Possinger	208	Review draft declaration regarding lift-stay opposition (0.40); Discuss contents with J. Levitan and B. Rosen (0.40); Call with Retiree Committee counsel regarding same (0.50).	1.30	\$986.70
08/08/18	Michael R. Hackett	208	Review draft declaration regarding motion for relief from automatic stay (0.50); Revise draft declaration (2.10); Correspondence with litigation team regarding draft declaration (0.30).	2.90	\$2,201.10
08/08/18	Chris Theodoridis	208	Conference call with C. Steege, M. Root, R. Gordon, B. Rosen, J. Levitan, P. Possinger, and M. Dale regarding declaration concerning ERS bondholder lift-stay motion (0.50); Follow-up internal discussions regarding declaration concerning ERS bondholder lift-stay motion (0.10); Confer with J. Levitan regarding declaration in support of opposition to ERS bondholders' motion to lift stay (0.50); Revise declaration in support of opposition to ERS bondholders' motion to lift stay (5.10).	6.20	\$4,705.80
08/09/18	Chris Theodoridis	208	Revise declaration in support of opposition to ERS bondholders' motion to lift stay (4.90); Conference call with S. Uhland, E. McKeen, B. Rosen, and J. Levitan regarding declaration in support of opposition to ERS bondholders' motion to lift stay (0.30).	5.20	\$3,946.80
08/09/18	Michael R. Hackett	208	Continue to revise declaration regarding bondholders' motion to lift-stay (1.00); Discussions with litigation team regarding finalizing same (0.30).	1.30	\$986.70
08/09/18	Jeffrey W. Levitan	208	Review revised declaration and comments.	0.30	\$227.70
08/09/18	Paul Possinger	208	Review Jones Day declaration in support of lift-stay motion (0.40); Review and revise P. Possinger declaration in opposition to lift-stay motion (1.40).	1.80	\$1,366.20
08/10/18	Paul Possinger	208	Review revisions to P. Possinger declaration from M. Bienenstock (0.30); Finalize declaration for filing (0.20).	0.50	\$379.50
08/10/18	Chris Theodoridis	208	Revise declaration in support of opposition to ERS bondholders' motion to lift stay.	6.20	\$4,705.80
08/10/18	Margaret A. Dale	208	Review M. Bienenstock comments to revised P. Possinger declaration.	0.20	\$151.80
08/12/18	Paul Possinger	208	E-mail to K. Rifkind regarding status of current lift-stay motion.	0.50	\$379.50

33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 14

Date	Timekeeper	Task	Description	Hours	Amount
08/13/18	Timothy W. Mungovan	208	Communications with counsel for claimholders regarding meet and confer concerning lift-stay motion (0.20); Follow-up communications with S. Ratner, K. Perra, and M. Dale regarding same (0.10).	0.30	\$227.70
08/15/18	Paul Possinger	208	Discuss supplemental briefing schedule on lift-stay motion with M. Dale.	0.30	\$227.70
08/15/18	Elliot Stevens	208	Call with C. Theodoridis to discuss stay relief research (0.20); Research for response to motion to lift stay for relief from stay (0.90); Calls with C. Theodoridis to discuss same (0.20).	1.30	\$986.70
08/16/18	Paul Possinger	208	Review draft stipulation regarding lift-stay motion (0.50); Revise same (1.80); E-mails with M. Dale and O'Melveny regarding same (0.30).	2.60	\$1,973.40
08/16/18	Ralph C. Ferrara	208	Review summary regarding P. Possinger declaration in support of opposition to ERS bondholders stay relief motion.	0.20	\$151.80
08/16/18	Michael R. Hackett	208	Discussions with ERS bondholders regarding hearing on lift-stay motion (0.40); Analyze potential dates for briefing (0.20).	0.60	\$455.40
08/17/18	Paul Possinger	208	Review and revise joint fact stipulation for lift-stay hearing (1.80); E-mails with O'Melveny and ERS team regarding same (0.60).	2.40	\$1,821.60
08/17/18	William D. Dalsen	208	Review draft joint stipulated facts for lift-stay hearing.	0.90	\$683.10
08/20/18	William D. Dalsen	208	Review revised joint stipulation regarding lift-stay motion.	0.50	\$379.50
08/20/18	Margaret A. Dale	208	Review and revise draft joint stipulation.	0.30	\$227.70
08/22/18	William D. Dalsen	208	Review and analyze UCC motion to enforce automatic stay and urgent motion to expedite briefing.	1.10	\$834.90
<b>Stay Matters</b>				<b>68.50</b>	<b>\$51,991.50</b>

**Analysis and Strategy -- 210**

Date	Timekeeper	Task	Description	Hours	Amount
08/03/18	Brian S. Rosen	210	Review C. DiPompeo memorandum regarding ERS motion (0.10); Memorandum to C. DiPompeo regarding same (0.10); Memorandum to R. Gordon and M. Root regarding same (0.10); Review C. DiPompeo memorandum regarding discovery (0.10); Memorandum to C. DiPompeo regarding same (0.10); Memorandum to R. Gordon regarding same (0.10).	0.60	\$455.40
08/03/18	Paul Possinger	210	Review e-mails regarding schedule.	0.20	\$151.80
08/03/18	Margaret A. Dale	210	Communications with J. Levitan and B. Rosen regarding ERS bondholders' proposed scheduling order relating to additional discovery/submissions and response to same.	0.50	\$379.50
08/06/18	Jeffrey W. Levitan	210	E-mail with M. Dale regarding Altair background (0.20); E-mail with C. Theodoridis regarding Altair scheduling (0.10).	0.30	\$227.70
08/09/18	Jeffrey W. Levitan	210	Review analysis of ERS assets.	0.20	\$151.80
08/13/18	Brian S. Rosen	210	Review ERS meet and confer memorandum (0.10); Memorandum to P. Possinger regarding same (0.10); Teleconference with P. Possinger regarding same (0.10).	0.30	\$227.70
08/14/18	Brian S. Rosen	210	Review discovery requests (0.40); Conference with P. Possinger regarding same (0.20); Memorandum to P. Possinger regarding meet and confer (0.10).	0.70	\$531.30
08/14/18	Paul Possinger	210	Review discovery request from ERS bondholders regarding lift-stay motion (0.80); E-mails with M. Dale regarding schedule (0.20).	1.00	\$759.00
08/14/18	Michael R. Hackett	210	Analyze options regarding Court of Federal Claims action (0.60); Correspondence with litigation team regarding options (0.30); Correspondence with litigation team regarding stipulations (0.30); Review summary judgment filings regarding undisputed facts (1.20).	2.40	\$1,821.60
08/14/18	Kevin J. Perra	210	Review issues regarding Altair v. US for potential impact on ERS Title III issues (0.40); Analyze options (0.50); Review documents for same (0.50); E-mails with ERS team regarding same (0.20).	1.60	\$1,214.40

33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 16

Date	Timekeeper	Task	Description	Hours	Amount
08/14/18	William D. Dalsen	210	Review deposition notices and requests for admission to ERS and Commonwealth (0.40); Correspondence with litigation team regarding discovery responses and next steps (0.30).	0.70	\$531.30
08/14/18	Margaret A. Dale	210	Review discovery served by bondholders on ERS and Commonwealth (0.50); Conference call with P. Possinger, B. Rosen and O'Melveny regarding discovery and meet and confer (0.50); Follow-up communications with W. Dalsen and P. Possinger regarding bondholders' suggested schedule (0.30).	1.30	\$986.70
08/15/18	William D. Dalsen	210	Correspondence with ERS team regarding adequate protection motion discovery schedule and briefing (0.20); Call with K. Perra regarding options for Court of Federal Claims case (0.30); Correspondence with team regarding Court of Federal Claims case status and next steps per K. Perra request (0.50); Call with M. Rochman regarding same (0.30).	1.30	\$986.70
08/15/18	Matthew I. Rochman	210	Teleconference with W. Dalsen regarding options for Court of Federal Claims case.	0.60	\$455.40
08/16/18	William D. Dalsen	210	Call with M. Dale regarding discovery matters.	0.10	\$75.90
08/16/18	Michael R. Hackett	210	Correspondence with litigation team regarding briefing and other discovery dates (0.40); Correspondence with litigation team regarding strategy (0.60).	1.00	\$759.00
08/17/18	Jeffrey W. Levitan	210	E-mails with P. Possinger regarding next steps for case.	0.30	\$227.70
08/17/18	William D. Dalsen	210	Correspondence with team regarding effect of ERS decision on Court of Federal Claims matter.	0.60	\$455.40
08/17/18	Timothy W. Mungovan	210	Communications with P. Possinger, K. Perra, M. Hackett and W. Dalsen regarding options for Court of Federal Claims case.	0.30	\$227.70
08/17/18	Kevin J. Perra	210	Analyze effect of decision on other proceedings.	1.20	\$910.80
08/18/18	William D. Dalsen	210	Correspondence with litigation team regarding ERS summary-judgment decision and next steps.	0.30	\$227.70
08/18/18	Kevin J. Perra	210	Analyze effect of ERS summary judgment ruling on Court of Claims case (0.40); E-mails with team regarding same (0.20).	0.60	\$455.40
08/18/18	Michael R. Hackett	210	Analyze impact of Court's decision on other related lawsuits.	2.70	\$2,049.30

33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 17

Date	Timekeeper	Task	Description	Hours	Amount
08/18/18	Paul Possinger	210	E-mails with ERS team regarding next steps (0.30); E-mails with bondholder counsel regarding August 20 submission (0.20).	0.50	\$379.50
08/18/18	Timothy W. Mungovan	210	Communications with K. Perra, P. Possinger, W. Dalsen, and M. Hackett regarding impact of Court's summary judgment decision on Court of Federal Claims case.	0.30	\$227.70
08/19/18	Michael R. Hackett	210	Analyze impact of ERS summary judgment decision on Court of Federal Claims case (1.70); Correspondence with litigation team regarding Court of Federal Claims case (0.50).	2.20	\$1,669.80
08/19/18	Brian S. Rosen	210	Review articles regarding decision on summary judgment.	0.40	\$303.60
08/19/18	Steven O. Weise	210	Analyze effect of ERS ruling on related matters.	1.70	\$1,290.30
08/19/18	William D. Dalsen	210	Prepare for call with M. Hackett regarding ERS summary judgment decision (0.50); Call with M. Hackett regarding ERS summary judgment decision (0.20); Correspondence with team regarding ERS summary judgment decision and pending Court of Federal Claims action (0.20).	0.90	\$683.10
08/20/18	Steven O. Weise	210	Review effect of opinion (0.30); Conference with ERS team regarding next steps (0.80); Review and revise memorandum regarding same (0.70).	1.80	\$1,366.20
08/20/18	Stephen L. Ratner	210	Conferences with P. Possinger, S. Weise, M. Dale, K. Perra, M. Harris, et al. regarding summary judgment decision (0.80); E-mail with P. Possinger, M. Dale et al. regarding procedural matters and next steps regarding summary judgment decision (0.20).	1.00	\$759.00
08/20/18	Kevin J. Perra	210	Call with litigation team regarding decision and effect on remaining claims (0.80); Review correspondence regarding same (0.40).	1.20	\$910.80
08/20/18	Ehud Barak	210	Call with ERS team regarding ERS decision implications and next steps.	0.80	\$607.20
08/20/18	Margaret A. Dale	210	Conference call with S. Ratner, E. Barak, P. Possinger, S. Weiss, K. Perra, M. Harris and M. Hackett to discuss next steps post decision on summary judgment (0.70); Communications with P. Possinger and W. Dalsen regarding revisions to draft joint stipulation with ERS bondholders (0.50).	1.20	\$910.80

33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 18

Date	Timekeeper	Task	Description	Hours	Amount
08/20/18	Paul Possinger	210	Review various bankruptcy code sections regarding ERS lien ruling (0.40); Call with ERS team regarding lien ruling (0.80); Follow-up discussion of same with E. Barak (0.30); E-mail ERS team regarding outline for next steps (0.60); Call with C. Theodoridis regarding same (0.20); Follow-up e-mails to C. Theodoridis regarding additional issues for ERS next steps (0.20).	2.50	\$1,897.50
08/20/18	Timothy W. Mungovan	210	Communications with P. Possinger and M. Dale regarding next steps in dealing with Altair's complaint in light of Court's summary judgment decision.	0.50	\$379.50
08/20/18	Michael R. Hackett	210	Continue analysis of impact of ERS summary judgment decision on all ERS cases (1.10); Prepare for group call regarding impact of ERS decision (0.60); Participate in group call regarding impact of ERS decision (0.80).	2.50	\$1,897.50
08/20/18	William D. Dalsen	210	Call with litigation team regarding ERS summary-judgment decision and next steps in ERS litigation.	0.80	\$607.20
08/20/18	Mark Harris	210	Call with team regarding ERS case and potential appeal.	0.80	\$607.20
08/20/18	Chris Theodoridis	210	Confer with S. Weise, S. Ratner, P. Possinger, E. Barak, K. Perra, and M. Dale regarding bondholders' motion to lift stay (0.80); Draft memorandum regarding analysis and strategy of order with respect to ERS declaratory relief action (5.60).	6.40	\$4,857.60
08/21/18	Chris Theodoridis	210	Draft memorandum regarding analysis and strategy with respect to ERS declaratory relief action.	3.70	\$2,808.30
08/21/18	Kevin J. Perra	210	E-mail and discussions with ERS team regarding strategy.	0.30	\$227.70
08/21/18	Stephen L. Ratner	210	E-mail with T. Mungovan, P. Possinger, et al. regarding next steps after summary judgment decision.	0.10	\$75.90
08/21/18	Steven O. Weise	210	Review issues regarding next steps following ruling on security interest.	1.30	\$986.70
08/22/18	Kevin J. Perra	210	Call with litigation team regarding summary judgment decision and next steps (0.20); Review complaint and decision in preparation for same (0.80).	1.00	\$759.00
08/22/18	Steven O. Weise	210	Review effect of opinion (1.40); Review and revise memorandum regarding same (1.90).	3.30	\$2,504.70

33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 19

Date	Timekeeper	Task	Description	Hours	Amount
08/22/18	Chris Theodoridis	210	Discussion with K. Perra regarding developments in Court of Claims case (0.20); Draft memorandum regarding analysis and strategy with respect to ERS declaratory relief action (7.30).	7.50	\$5,692.50
08/23/18	Chris Theodoridis	210	Revise memorandum regarding analysis of August 17 order with respect to ERS declaratory relief action.	5.80	\$4,402.20
08/23/18	Timothy W. Mungovan	210	Communications with C. Theodoridis, M. Hackett and P. Possinger concerning next steps following Court's order.	0.30	\$227.70
08/23/18	Steven O. Weise	210	Review effect of opinion on next steps (1.10); Review and revise memorandum regarding same (2.20).	3.30	\$2,504.70
08/23/18	Paul Possinger	210	Review memorandum regarding next steps.	0.90	\$683.10
08/23/18	Kevin J. Perra	210	Review draft of memorandum regarding effect of summary judgment decision (0.80); E-mails with ERS team regarding same (0.20); Review documents for same (0.40).	1.40	\$1,062.60
08/23/18	William D. Dalsen	210	Review memorandum addressing strategy following summary-judgment decision.	0.30	\$227.70
08/23/18	Stephen L. Ratner	210	Review draft memorandum regarding next steps (0.30); E-mail with S. Weise, C. Theodorides, P. Possinger, W. Dalsen regarding draft memorandum regarding next steps (0.10).	0.40	\$303.60
08/23/18	Michael R. Hackett	210	Review internal memorandum regarding effect of ERS summary judgment decision on all ERS matters (1.20); Revise memorandum (0.30); Correspondence with litigation team regarding joint stipulation with bondholders regarding declaratory judgment action (1.30).	2.80	\$2,125.20
08/24/18	Paul Possinger	210	Discuss remaining lien challenge counts with M. Hackett (0.20); Revise statement regarding same (0.50).	0.70	\$531.30
08/24/18	Stephen L. Ratner	210	Review memorandum regarding next steps (0.50); E-mail with C. Theodorides, T. Mungovan, S. Weise, et al. regarding memorandum regarding next steps and procedural matters (0.10).	0.60	\$455.40
08/24/18	Jeffrey W. Levitan	210	E-mail with B. Rosen regarding status report (0.10); Conference with E. Barak regarding status report (0.10); Analysis of complaint and motions for status report (0.90).	1.10	\$834.90



33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 20

Date	Timekeeper	Task	Description	Hours	Amount
08/24/18	Timothy W. Mungovan	210	Communications with K. Perra, P. Possinger, K. Rifkind and W. Dalsen regarding status of matter pending in Court of Federal Claims and impact of summary judgment decision in Altair on case.	0.60	\$455.40
08/24/18	Michael R. Hackett	210	Analyze effect of ERS decision on Court of Federal Claims case (0.60); Correspondence with litigation team regarding Court of Federal Claims case (0.30).	0.90	\$683.10
08/24/18	Kevin J. Perra	210	Review draft of status report (0.20); E-mails with ERS team regarding same (0.10); Review draft memorandum analyzing remaining issues (0.40); Review documents for same (1.10); Calls and e-mails with ERS team regarding options for Altair v. USA (0.40); Analyze options (0.70); E-mails with ERS team regarding remaining claims and analysis in light of ERS summary judgement decision (0.90).	3.80	\$2,884.20
08/25/18	Steven O. Weise	210	Review and revise memorandum on next steps following ruling on UCC issues.	3.40	\$2,580.60
08/25/18	Kevin J. Perra	210	Review revised memorandum regarding analysis of claims.	0.20	\$151.80
08/26/18	Kevin J. Perra	210	E-mails with ERS team regarding options for Altair v. USA (0.10); Review notes for same (0.10).	0.20	\$151.80
08/26/18	Timothy W. Mungovan	210	Communications with K. Perra regarding impact of summary judgment decision in Altair on Court of Federal Claims case.	0.20	\$151.80
08/27/18	Stephen L. Ratner	210	Review memorandum regarding next steps (0.20); E-mail with P. Possinger, M. Hackett, et al. regarding procedural matters and open issues (0.10).	0.30	\$227.70
08/27/18	Jeffrey W. Levitan	210	Review M. Hackett analysis of Altair complaint, response to order.	0.20	\$151.80
08/27/18	Kevin J. Perra	210	Analyze impact of summary judgment decision on Federal Claims case.	0.50	\$379.50
08/27/18	Michael R. Hackett	210	Analyze regarding impact of summary judgment decision on bondholders' other lawsuits (1.20); Correspondence with legal team regarding impact of summary judgment decision (0.20).	1.40	\$1,062.60
08/29/18	Paul Possinger	210	Review materials regarding potential ERS claims involving GDB, Act 106, transfers of ERS assets to Commonwealth.	1.50	\$1,138.50
08/30/18	William D. Dalsen	210	Correspondence with team regarding notice of supplemental authority and next action steps.	0.60	\$455.40



33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 21

Date	Timekeeper	Task	Description	Hours	Amount
08/31/18	Timothy W. Mungovan	210	Communications with P. Possinger regarding Court of Federal Claims action relating to ERS and Altair.	0.20	\$151.80
08/31/18	Stephen L. Ratner	210	Review materials regarding procedural matters.	0.10	\$75.90
08/31/18	Paul Possinger	210	Review updates from Court of Claims case (0.20); E-mails with ERS team regarding same (0.20).	0.40	\$303.60
<b>Analysis and Strategy</b>				<b>93.60</b>	<b>\$71,042.40</b>

**General Administration -- 212**

Date	Timekeeper	Task	Description	Hours	Amount
08/03/18	Lawrence T. Silvestro	212	Compole briefing on ERS motion for automatic stay for M. Dale.	2.80	\$728.00
<b>General Administration</b>				<b>2.80</b>	<b>\$728.00</b>

**Legal/Regulatory Matters -- 214**

Date	Timekeeper	Task	Description	Hours	Amount
08/22/18	Kevin J. Perra	214	Call with DOJ regarding summary judgment decision and next steps.	0.40	\$303.60
<b>Legal/Regulatory Matters</b>				<b>0.40</b>	<b>\$303.60</b>

**Confirmation -- 216**

Date	Timekeeper	Task	Description	Hours	Amount
08/30/18	Timothy W. Mungovan	216	Communications with W. Dalsen and S. Ratner regarding ERS bondholders' notice of supplemental authority responding to Government's previous filing in Court of Federal Claims litigation.	0.10	\$75.90
<b>Confirmation</b>				<b>0.10</b>	<b>\$75.90</b>

**Appeal -- 219**

Date	Timekeeper	Task	Description	Hours	Amount
08/29/18	William D. Dalsen	219	Review notice of appeal from motion seeking adequate protection.	0.20	\$151.80
08/29/18	Kevin J. Perra	219	Review appeal notice (0.10); E-mails with ERS team regarding same (0.20).	0.30	\$227.70

33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 22

Date	Timekeeper	Task	Description	Hours	Amount
08/30/18	Stephen L. Ratner	219	Review materials regarding bondholders appeal of denial of adequate protection motion (0.20); E-mail with P. Possinger, E. Barak, M. Hackett, J. Levitan, M. Harris regarding bondholders appeal of denial of adequate protection motion and procedural matters (0.10).	0.30	\$227.70
08/30/18	Michael R. Hackett	219	Review bondholders' notices of appeal related to summary judgment decision (0.80); Analyze potential response (0.30); Correspondence with legal team regarding appeals (0.40).	1.50	\$1,138.50
08/30/18	Jeffrey W. Levitan	219	Review Altair notices of appeal (0.20); Review W. Dalsen e-mail regarding notice of appeal (0.10); Review Altair and U.S. pleadings in Court of Claims outlining appeal issues (0.50); E-mail to P. Possinger regarding Altair appeal (0.10); E-mail to W. Dalsen regarding appeal issues (0.20).	1.10	\$834.90
08/30/18	Michael A. Firestein	219	Review notice of appeal.	0.20	\$151.80
08/30/18	Paul Possinger	219	Review notices of appeal (0.10); E-mails with ERS team regarding same (0.30).	0.40	\$303.60
08/30/18	Timothy W. Mungovan	219	Review ERS bondholders' notice of appeal to First Circuit (0.20); Communications with J. Levitan, M. Harris, M. Hackett, W. Dalsen regarding ERS bondholders' notice of appeal to First Circuit (0.30).	0.50	\$379.50
<b>Appeal</b>				<b>4.50</b>	<b>\$3,415.50</b>
<b>Total for Professional Services</b>					<b>\$191,009.30</b>

33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 23

**Timekeeper Summary**

<b>Timekeeper</b>	<b>Status</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
BRIAN S. ROSEN	PARTNER	7.00	759.00	\$5,313.00
EHUD BARAK	PARTNER	0.80	759.00	\$607.20
JEFFREY W. LEVITAN	PARTNER	14.90	759.00	\$11,309.10
JONATHAN E. RICHMAN	PARTNER	0.90	759.00	\$683.10
KEVIN J. PERRA	PARTNER	18.40	759.00	\$13,965.60
MARGARET A. DALE	PARTNER	14.70	759.00	\$11,157.30
MARK HARRIS	PARTNER	0.80	759.00	\$607.20
MARTIN J. BIENENSTOCK	PARTNER	1.60	759.00	\$1,214.40
MICHAEL A. FIRESTEIN	PARTNER	0.90	759.00	\$683.10
PAUL POSSINGER	PARTNER	31.40	759.00	\$23,832.60
RALPH C. FERRARA	PARTNER	0.20	759.00	\$151.80
STEPHEN L. RATNER	PARTNER	4.10	759.00	\$3,111.90
STEVEN O. WEISE	PARTNER	16.00	759.00	\$12,144.00
TIMOTHY W. MUNGOVAN	PARTNER	7.90	759.00	\$5,996.10
<b>Total for PARTNER</b>		<b>119.60</b>		<b>\$90,776.40</b>
CHRIS THEODORIDIS	ASSOCIATE	62.70	759.00	\$47,589.30
ELLIOT STEVENS	ASSOCIATE	1.90	759.00	\$1,442.10
LUCY WOLF	ASSOCIATE	0.60	759.00	\$455.40
MAJA ZERJAL	ASSOCIATE	0.40	759.00	\$303.60
MATTHEW I. ROCHMAN	ASSOCIATE	0.60	759.00	\$455.40
MICHAEL R. HACKETT	ASSOCIATE	45.90	759.00	\$34,838.10
WILLIAM D. DALSEN	ASSOCIATE	19.00	759.00	\$14,421.00
<b>Total for ASSOCIATE</b>		<b>131.10</b>		<b>\$99,504.90</b>
LAWRENCE T. SILVESTRO	LEGAL ASSISTANT	2.80	260.00	\$728.00
<b>Total for LEGAL ASSISTANT</b>		<b>2.80</b>		<b>\$728.00</b>
<b>Total</b>		<b>253.50</b>		<b>\$191,009.30</b>

**For Charges and Disbursements**

<b>Date</b>	<b>Timekeeper</b>	<b>Type</b>	<b>Description</b>	<b>Amount</b>
08/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.20
08/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.20
08/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
08/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.20
08/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.10
08/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.70
08/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.90
08/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$3.60
08/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.00
08/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
08/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$3.50
08/06/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.30
08/07/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.80
08/07/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.30
08/07/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.50
08/08/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$4.20

33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 24

Date	Timekeeper	Type	Description	Amount
08/08/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.20
08/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.20
08/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.60
08/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.90
08/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.60
08/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.40
08/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.20
08/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
08/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.90
08/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.60
08/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.80
08/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
08/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
08/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.00
08/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
08/09/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.90
08/10/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.20
08/10/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
08/10/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.20
08/10/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.60
08/10/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.20
08/14/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.50
08/14/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.40
08/14/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
08/14/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
08/14/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.80
08/14/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.80
08/14/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.80
08/14/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.70
08/15/2018	Janet D. Ross	REPRODUCTION	REPRODUCTION	\$0.10
08/15/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.80
08/15/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.90
08/15/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.10
08/15/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.90
08/15/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.60
08/15/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.50
08/15/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.10
08/15/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.60
08/15/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.40
08/15/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
08/15/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.20
08/15/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
08/15/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.20
08/15/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.90
08/15/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.20
08/15/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.30
08/16/2018	Elliot Stevens	REPRODUCTION	REPRODUCTION	\$0.50
08/16/2018	Elliot Stevens	REPRODUCTION	REPRODUCTION	\$0.10
08/20/2018	Paul Possinger	REPRODUCTION	REPRODUCTION	\$2.60
08/20/2018	Paul Possinger	REPRODUCTION	REPRODUCTION	\$3.20
08/22/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.20
08/22/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.40
08/22/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$2.70
08/22/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.20

33260 FOMB

Invoice 170166968

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 25

Date	Timekeeper	Type	Description	Amount
08/22/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.90
08/22/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
08/22/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
08/23/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
08/23/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$1.30
08/23/2018	Janet D. Ross	REPRODUCTION	REPRODUCTION	\$0.20
08/23/2018	Janet D. Ross	REPRODUCTION	REPRODUCTION	\$0.20
08/23/2018	Janet D. Ross	REPRODUCTION	REPRODUCTION	\$0.10
08/23/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.20
08/23/2018	Chris Theodoridis	REPRODUCTION	REPRODUCTION	\$0.10
08/24/2018	Janet D. Ross	REPRODUCTION	REPRODUCTION	\$0.30
<b>Total for REPRODUCTION</b>				<b>\$69.40</b>

Date	Timekeeper	Type	Description	Amount
08/15/2018	Chris Theodoridis	LEXIS	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	\$285.00
08/15/2018	Elliot Stevens	LEXIS	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	\$1,670.00
08/20/2018	Chris Theodoridis	LEXIS	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	\$420.00
08/22/2018	Chris Theodoridis	LEXIS	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	\$79.00
08/23/2018	Chris Theodoridis	LEXIS	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	\$370.00
<b>Total for LEXIS</b>				<b>\$2,824.00</b>

Date	Timekeeper	Type	Description	Amount
08/15/2018	Matthew I. Rochman	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000020 Lines	\$864.00
<b>Total for WESTLAW</b>				<b>\$864.00</b>

**Charges and Disbursements Summary**

Type of Disbursements	Amount
REPRODUCTION	69.40
LEXIS	2,824.00
WESTLAW	864.00
<b>Total Expenses</b>	<b>\$3,757.40</b>
<b>Total Amount for this Matter</b>	<b>\$194,766.70</b>

UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO

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In re:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND MANAGEMENT  
BOARD FOR PUERTO RICO,

No. 17 BK 3283-LTS

as representative of

(Jointly Administered)

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.<sup>1</sup>

-----X

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IN RE:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

No. 17 BK 3566-LTS

as representative of

THE EMPLOYEES RETIREMENT SYSTEM OF THE  
GOVERNMENT OF THE COMMONWEALTH OF  
PUERTO RICO,

Debtor.

-----X

**COVER SHEET TO SEVENTEENTH MONTHLY FEE APPLICATION OF PROSKAUER  
ROSE LLP FOR COMPENSATION FOR FEES AND SERVICES RENDERED OUTSIDE  
OF PUERTO RICO AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE  
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS  
REPRESENTATIVE OF DEBTOR, EMPLOYEES RETIREMENT SYSTEM  
(“ERS”), FOR THE PERIOD SEPTEMBER 1, 2018 THROUGH SEPTEMBER 30, 2018**

**ALL FEES AND SERVICES IN THIS MONTHLY FEE STATEMENT WERE  
INCURRED OUTSIDE OF PUERTO RICO**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

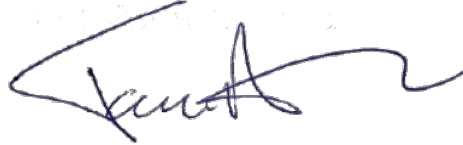
Name of Applicant:	<u>Proskauer Rose LLP (“Proskauer”)</u>
Authorized to Provide Professional Services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to <u>PROMESA Section 315(b)</u>
Period for which compensation and reimbursement for fees and services outside of Puerto Rico is sought:	<u>September 1, 2018 through September 30, 2018</u>
Amount of compensation sought as actual, reasonable and necessary:	<u>\$222,365.10</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$324.70</u>
Total Amount for these Invoices:	<u>\$222,689.80</u>

This is a: X monthly \_\_ interim \_\_ final application.

This is Proskauer’s seventeenth monthly fee application in these cases and is for fees and services rendered outside of Puerto Rico.

**Principal Certification**

I hereby authorize the submission of this Monthly Fee Statement for September 2018.

A handwritten signature in dark ink, appearing to read 'Jaime A. El Koury', is written over a horizontal line.

Jaime A. El Koury  
General Counsel to the Financial Oversight and  
Management Board for Puerto Rico



On October 4, 2018 sent to:

**FOMB:**

Financial Oversight and Management Board  
40 Washington Square South  
Office 314A  
New York, NY 10012  
Attn: Professor Arthur J. Gonzalez  
FOMB Board Member

O'Neill & Borges LLC  
250 Muñoz Rivera Ave., Suite 800  
San Juan, PR 00918  
Attn: Hermann D. Bauer, Esq.

**Office of United States Trustee**

Office of the United States Trustee for the District of  
Puerto Rico  
Edificio Ochoa, 500 Tanca Street, Suite 301  
San Juan, PR 00901  
(In re: Commonwealth of Puerto Rico)

Office of the United States Trustee for Region 21  
75 Spring Street, SW, Room 362  
Atlanta, GA 30303  
Attn: Guy G. Gebhardt  
Acting United States Trustee (Region 21)  
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Unsecured  
Creditors:**

Paul Hastings LLP  
200 Park Avenue  
New York, NY 10166  
Attn: Luc. A. Despins, Esq.

Casillas, Santiago & Torres, LLC  
El Caribe Office Building  
53 Palmeras Street, Ste. 1601  
San Juan, Puerto Rico 00901-2419  
Attn: Juan J. Casillas Ayala, Esq.  
Alberto J. E. Añeses Negrón, Esq.

**Co-Counsel for the Fee Examiner**

Godfrey & Kahn S.C.  
One East Main Street, Suite 500  
Madison, WI 53703  
Attn: Katherine Stadler

EDGE Legal Strategies, PSC  
252 Ponce de León Avenue  
Citibank Tower, 12<sup>th</sup> Floor  
San Juan, PR 00918  
Attn: Eyck O. Lugo

**Co-Counsel for AAFAF:**

O'Melveny & Myers LLP,  
Times Square Tower  
7 Times Square  
New York, NY 10036  
Attn: John J. Rapisardi, Esq.  
Suzanne Uhland, Esq.  
Diana M. Perez, Esq.

Marini Pietrantonio Muñiz LLC  
MCS Plaza, Suite 500  
255 Ponce de León Ave  
San Juan, PR 00917  
Attn: Luis C. Marini-Biaggi, Esq.  
Carolina Velaz-Rivero, Esq.

**Co-Counsel for the Official Committee of Retirees:**

Jenner & Block LLP  
919 Third Avenue  
New York, NY 10022-3908  
Attn.: Robert Gordon, Esq.  
Richard Levin, Esq.

Jenner & Block LLP  
353 N. Clark Street  
Chicago, IL 60654  
Attn.: Catherine Steege, Esq.  
Melissa Root, Esq.

Bennazar, García & Milián, C.S.P.  
Edificio Union Plaza, PH-A  
416 Avenida Ponce de León  
Hato Rey, PR 00918  
Attn.: A.J. Bennazar-Zequeira, Esq.

**Puerto Rico Department of Treasury**

PO Box 9024140  
San Juan, PR 00902-4140  
Attn: Reylam Guerra Goderich, Deputy Assistant of  
Central Accounting  
Omar E. Rodríguez Pérez, CPA, Assistant  
Secretary of Central Accounting  
Angel L. Pantoja Rodríguez, Deputy Assistant of  
Internal Revenue and Tax Policy  
Francisco Parés Alicea, Assistant Secretary of  
Internal Revenue and Tax Policy  
Francisco Peña Montañez, CPA, Assistant  
Secretary of the Treasury

Summary of Legal Fees for the Period September 1, 2018 through September 30, 2018

ERS – General			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
218	Employment and Fee Applications	8.70	\$2,262.00
<b>Total</b>		<b>8.70</b>	<b>\$2,262.00</b>

ERS – Altair			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
205	Communications with the Commonwealth and its Representatives of the Commonwealth or its Instrumentalities	0.40	\$303.60
206	Documents Filed on Behalf of the Board	3.80	\$2,884.20
207	Non-Board Court Filings	5.60	\$4,250.40
210	Analysis and Strategy	1.50	\$1,138.50
212	General Administration	10.80	\$3,406.80
219	Appeal	281.50	\$208,119.60
<b>Total</b>		<b>303.60</b>	<b>\$220,103.10</b>

Summary of Legal Fees for the Period September 1, 2018 through September 30, 2018

**ACROSS ALL ERS-RELATED MATTERS**

<b>Professional</b>	<b>Position/Title</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Jeffrey W. Levitan	Partner	BSGR & B	\$759.00	13.70	\$10,398.30
Kevin J. Perra	Partner	Litigation	\$759.00	25.60	\$19,430.40
Mark Harris	Partner	Litigation	\$759.00	0.60	\$455.40
Martin J. Bienenstock	Partner	BSGR & B	\$759.00	5.40	\$4,098.60
Michael A. Firestein	Partner	Litigation	\$759.00	4.40	\$3,339.60
Paul Possinger	Partner	BSGR & B	\$759.00	6.30	\$4,781.70
Ralph C. Ferrara	Partner	Litigation	\$759.00	3.30	\$2,504.70
Stephen L. Ratner	Partner	Litigation	\$759.00	4.50	\$3,415.50
Steven O. Weise	Partner	Corporate	\$759.00	46.60	\$35,369.40
Timothy W. Mungovan	Partner	Litigation	\$759.00	8.20	\$6,223.80
Alexandra K. Skellet	Associate	Litigation	\$759.00	11.70	\$8,880.30
Chris Theodoridis	Associate	BSGR & B	\$759.00	0.50	\$379.50
John E. Roberts	Associate	Litigation	\$759.00	69.80	\$52,978.20
Lucy Wolf	Associate	Litigation	\$759.00	3.00	\$2,277.00
Matthew I. Rochman	Associate	Litigation	\$759.00	0.70	\$531.30
Michael R. Hackett	Associate	Litigation	\$759.00	46.40	\$35,217.60
William D. Dalsen	Associate	Litigation	\$759.00	31.60	\$23,984.40
Zachary Chalett	Associate	Litigation	\$759.00	0.60	\$455.40
<b>TOTAL</b>				<b>282.90</b>	<b>\$214,721.10</b>

Summary of Legal Fees for the Period September 1, 2018 through September 30, 2018

Paraprofessional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Angelo Monforte	Legal Assistant	Litigation	\$260.00	6.10	\$1,586.00
Carl Mazurek	Law Clerk	Litigation	\$260.00	4.40	\$1,144.00
Eamon Wizner	Legal Assistant	Litigation	\$260.00	1.30	\$338.00
Laurie A. Henderson	Lit. Support	Litigation	\$260.00	3.30	\$858.00
Lawrence T. Silvestro	Legal Assistant	Litigation	\$260.00	5.60	\$1,456.00
Natasha Petrov	Legal Assistant	BSGR & B	\$260.00	8.70	\$2,262.00
<b>TOTAL</b>				<b>29.40</b>	<b>\$7,644.00</b>

<b>SUMMARY OF LEGAL FEES</b>	<b><u>Hours</u></b> <b>312.30</b>	<b><u>Fees</u></b> <b>\$222,365.10</b>
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Summary of Legal Fees for the Period September 1, 2018 through September 30, 2018

**ACROSS ALL ERS-RELATED MATTERS**

<b>EXPENSE CATEGORY</b>	<b>AMOUNTS</b>
Lexis	\$164.00
Reproduction	\$41.70
Westlaw	\$119.00
<b>Total</b>	<b>\$324.70</b>

Proskauer requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$200,128.59 and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$324.70, for service rendered outside of Puerto Rico) in the total amount of \$200,453.29.

**Professional Certification**

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, Proskauer Rose LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

I further certify that, with respect to the fees and services rendered pursuant to this monthly fee statement, (i) Proskauer Rose LLP was not doing business in Puerto Rico and (ii) the services rendered by Proskauer Rose LLP were not performed in Puerto Rico.



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Ann M. Ashton (*pro hac vice*)

Proskauer Rose LLP  
1001 Pennsylvania Avenue, NW  
Suite 600 South  
Washington, DC 20004-2533  
Tel: (202) 416-5825  
Fax: (202) 416-6899

## **Exhibit A**



33260 FOMB

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

Page 1

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Summary of Time Billed by Task		Hours	Value
218	Employment and Fee Applications	8.70	\$2,262.00
Total		8.70	\$2,262.00

33260 FOMB

Invoice 170167929

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

Page 2

**Employment and Fee Applications -- 218**

Date	Timekeeper	Task	Description	Hours	Amount
09/11/18	Natasha Petrov	218	Draft Proskauer fourth interim fee application regarding July 2018 monthly statement.	1.40	\$364.00
09/19/18	Natasha Petrov	218	Continue calculations and drafting Proskauer fourth interim fee application regarding June and July 2018 monthly statements.	0.70	\$182.00
09/20/18	Natasha Petrov	218	Continue calculations and drafting Proskauer fourth interim fee application regarding June and July 2018 monthly statements.	3.70	\$962.00
09/28/18	Natasha Petrov	218	Continue drafting fourth interim fee application and exhibits to same.	2.90	\$754.00
<b>Employment and Fee Applications</b>				<b>8.70</b>	<b>\$2,262.00</b>
<b>Total for Professional Services</b>					<b>\$2,262.00</b>

33260 FOMB

Invoice 170167929

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

Page 3

**Timekeeper Summary**

<b>Timekeeper</b>	<b>Status</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
NATASHA PETROV	LEGAL ASSISTANT	8.70	260.00	\$2,262.00
<b>Total for LEGAL ASSISTANT</b>		<b>8.70</b>		<b>\$2,262.00</b>
	<b>Total</b>	<b>8.70</b>		<b>\$2,262.00</b>
	<b>Total Amount for this Matter</b>			<b>\$2,262.00</b>

33260 FOMB

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 1

Summary of Time Billed by Task		Hours	Value
205	Communications with the Commonwealth and its Representative	0.40	\$303.60
206	Documents Filed on Behalf of the Board	3.80	\$2,884.20
207	Non-Board Court Filings	5.60	\$4,250.40
210	Analysis and Strategy	1.50	\$1,138.50
212	General Administration	10.80	\$3,406.80
219	Appeal	281.50	\$208,119.60
Total		303.60	\$220,103.10

**Communications with the Commonwealth and its Representatives -- 205**

Date	Timekeeper	Task	Description	Hours	Amount
09/14/18	Timothy W. Mungovan	205	Review communication from counsel to AAFAF to counsel for Ambac providing information on insurers' pension requests.	0.20	\$151.80
09/15/18	Timothy W. Mungovan	205	Communications with AAFAF and Ambac regarding Ambac's request for information concerning pensioners/beneficiaries.	0.20	\$151.80
<b>Communications with the Commonwealth and its Representatives</b>				<b>0.40</b>	<b>\$303.60</b>

**Documents Filed on Behalf of the Board -- 206**

Date	Timekeeper	Task	Description	Hours	Amount
09/02/18	Kevin J. Perra	206	Review joint statement draft (0.20); Review documents for same (0.30); E-mails with P. Possinger regarding same (0.10).	0.60	\$455.40
09/02/18	Timothy W. Mungovan	206	Communications with P. Possinger regarding joint statement.	0.20	\$151.80
09/04/18	Kevin J. Perra	206	Review draft of status report.	0.30	\$227.70
09/04/18	Paul Possinger	206	E-mail with Jones Day regarding joint statement (0.20); Review joint statement draft (0.20); Revise same to reflect Board position (0.60); Related e-mails to J. El Koury, K. Rifkind and O'Melveny regarding same (0.40); Review and revise O'Melveny version of joint statement (0.40); Related e-mails to O'Melveny addressing same (0.20).	2.00	\$1,518.00
09/05/18	Paul Possinger	206	Finalize joint statement (0.50); E-mails with Jones Day, L. Emmanuelli regarding same (0.20).	0.70	\$531.30
<b>Documents Filed on Behalf of the Board</b>				<b>3.80</b>	<b>\$2,884.20</b>

**Non-Board Court Filings -- 207**

Date	Timekeeper	Task	Description	Hours	Amount
09/04/18	Kevin J. Perra	207	Review complaint (0.50); E-mails with P. Possinger regarding same (0.10).	0.60	\$455.40
09/04/18	Paul Possinger	207	Review Court of Claims filings regarding lien ruling (0.40); Related e-mails to team addressing same (0.10).	0.50	\$379.50
09/05/18	Jeffrey W. Levitan	207	Review order of adversary proceeding judgment.	0.10	\$75.90
09/05/18	Kevin J. Perra	207	Review Court order.	0.20	\$151.80

33260 FOMB

Invoice 170167959

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 3

Date	Timekeeper	Task	Description	Hours	Amount
09/05/18	Michael A. Firestein	207	Review Court order on remaining claims.	0.20	\$151.80
09/05/18	Timothy W. Mungovan	207	Review Judge Swain's opinion and order dismissing remaining claims and counterclaims.	0.20	\$151.80
09/10/18	Michael R. Hackett	207	Review summary judgment decision in lien avoidance action.	1.10	\$834.90
09/12/18	Ralph C. Ferrara	207	Review summary regarding Judge Swain's summary judgment ruling respecting security interest (0.20); Review summary regarding US notice of supplemental authority filed in ERS Takings Clause claim litigation and ERS response (0.20); Review summary regarding Judge Dein's order staying ERS adversary proceeding challenging Joint Resolution 188 and Law 106 (0.10).	0.50	\$379.50
09/14/18	Ralph C. Ferrara	207	Review summary regarding Judge Swain's opinion granting summary judgment on three counts of ERS complaint (0.40); Review Judge Swain's summary judgment opinion (1.80).	2.20	\$1,669.80
<b>Non-Board Court Filings</b>				<b>5.60</b>	<b>\$4,250.40</b>

**Analysis and Strategy -- 210**

Date	Timekeeper	Task	Description	Hours	Amount
09/03/18	Stephen L. Ratner	210	E-mail with P. Possinger, et al., O'Melveny regarding procedural matters.	0.10	\$75.90
09/04/18	Timothy W. Mungovan	210	Communications with P. Possinger regarding draft joint status report.	0.20	\$151.80
09/04/18	Jeffrey W. Levitan	210	Review memorandum identifying alternatives in light of decision.	0.20	\$151.80
09/15/18	Timothy W. Mungovan	210	Communications with M. Dale, J. Galler, and L. Stafford regarding Ambac's request for information concerning pensioners/beneficiaries.	0.10	\$75.90
09/17/18	William D. Dalsen	210	Review joint status report in Court of Federal Claims case (0.20); Correspondence with team regarding Court of Federal Claims status report (0.30); Correspondence with team regarding reply to response to motion for extension of briefing schedule (0.20).	0.70	\$531.30
09/18/18	Ralph C. Ferrara	210	Review summary regarding joint status report regarding Takings Clause Federal Court of Claims litigation.	0.20	\$151.80
<b>Analysis and Strategy</b>				<b>1.50</b>	<b>\$1,138.50</b>

**General Administration -- 212**

Date	Timekeeper	Task	Description	Hours	Amount
09/11/18	Angelo Monforte	212	Draft notice of appearance for T. Mungovan per A. Skellet.	0.70	\$182.00
09/13/18	Lucy Wolf	212	Compile relevant briefing on ERS appeals for J. Roberts.	1.20	\$910.80
09/13/18	Laurie A. Henderson	212	Electronically file notices of appearance for T. Mungovan, M. Bienenstock, M. Harris, S. Ratner, M. Hackett, J. Roberts and W. Dalsen.	1.30	\$338.00
09/13/18	Angelo Monforte	212	Draft notices of appearance for M. Bienenstock, W. Dalsen, M. Hackett, M. Harris, S. Ratner and J. Roberts for appeal related to recent Altair order per A. Skellet (3.10); Draft list of appeals in which briefing is pending per J. Roberts (0.30).	3.40	\$884.00
09/14/18	Laurie A. Henderson	212	Electronically file notices of appearance for T. Mungovan, M. Bienenstock, M. Harris, S. Ratner, M. Hackett, J. Roberts and W. Dalsen (1.20); Electronically file motion to modify briefing schedule (0.50).	1.70	\$442.00
09/17/18	Angelo Monforte	212	Draft list of appeals and calculate number of days between date notices of appeal were filed and date of oral argument per J. Roberts (0.80); Review dates and calculations in reply in support of motion to modify briefing schedule per J. Roberts (0.40).	1.20	\$312.00
09/18/18	Eamon Wizner	212	Compile cases cited in White & Case's brief per W. Dalsen.	1.30	\$338.00
<b>General Administration</b>				<b>10.80</b>	<b>\$3,406.80</b>

**Appeal -- 219**

Date	Timekeeper	Task	Description	Hours	Amount
09/05/18	Jeffrey W. Levitan	219	E-mail with P. Possinger regarding appeal (0.10); Teleconference with M. Harris regarding appeal issues (0.20); Review notice of appeal (0.20).	0.50	\$379.50
09/05/18	Kevin J. Perra	219	Review appeal (0.10); E-mails with P. Possinger and W. Dalsen regarding same (0.20).	0.30	\$227.70
09/06/18	Kevin J. Perra	219	Call with C. Carney regarding status and strategy on appeal.	0.20	\$151.80
09/07/18	Jeffrey W. Levitan	219	Review motion to expedite appeals (0.20); Conference with C. Theodoridis regarding brief drafts (0.10).	0.30	\$227.70

33260 FOMB

Invoice 170167959

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 5

Date	Timekeeper	Task	Description	Hours	Amount
09/07/18	Stephen L. Ratner	219	Review procedural filings regarding pending appeal (0.10); Review appellants' motion for expedited briefing and determination of appeal (0.20).	0.30	\$227.70
09/07/18	Timothy W. Mungovan	219	Review appellants' motions to expedite briefing and to consolidate appeal.	0.10	\$75.90
09/08/18	Michael A. Firestein	219	Review First Circuit filings in Altair.	0.30	\$227.70
09/09/18	Michael R. Hackett	219	Review bondholders' appellate filings (1.70); Correspondence with legal team regarding bondholders' appellate filings (0.40).	2.10	\$1,593.90
09/10/18	Michael R. Hackett	219	Review bondholders' motions to consolidate and for expedited briefing (1.10); Correspondence with legal team regarding appellate strategy (0.60).	1.70	\$1,290.30
09/10/18	Kevin J. Perra	219	Review filings in Court of Appeals (0.40); Review e-mails regarding same (0.10).	0.50	\$379.50
09/10/18	Timothy W. Mungovan	219	Communications with M. Hackett and P. Possinger regarding motion to expedite appeal.	0.40	\$303.60
09/10/18	Michael A. Firestein	219	Review First Circuit filings regarding Altair appeals.	0.20	\$151.80
09/10/18	Paul Possinger	219	Review e-mails regarding ERS appeals (0.20); E-mail to litigation team addressing same (0.10).	0.30	\$227.70
09/11/18	Lucy Wolf	219	Determine deadlines for filing appeals for W. Dalsen.	0.90	\$683.10
09/11/18	William D. Dalsen	219	Review First Circuit dockets for appeals regarding ERS matters (0.20); Correspondence with L. Wolf regarding motion to expedite and motion to consolidate ERS appeals (0.30); Review docketing statement and motions to expedite and to consolidate in ERS appeals (0.70).	1.20	\$910.80
09/11/18	Angelo Monforte	219	Review appellate rules and circulate response deadline to motions to expedite appeal and consolidate cases per L. Wolf.	0.20	\$52.00
09/11/18	Kevin J. Perra	219	E-mails with T. Mungovan and M. Hackett regarding appeal issues (0.20); Analyze strategy for same (0.30); Review appellate filings (0.30).	0.80	\$607.20
09/11/18	Michael R. Hackett	219	Review all appellate filings submitted by bondholders (2.10); Correspondence with legal team regarding strategy for appeals (0.80).	2.90	\$2,201.10



33260 FOMB

Invoice 170167959

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 6

Date	Timekeeper	Task	Description	Hours	Amount
09/11/18	Timothy W. Mungovan	219	Communications with M. Hackett regarding various ERS appeals and motions to consolidate and expedite briefing (0.20); Communications with A. Skellet, M. Harris, J. Roberts, and S. Ratner regarding responding to appellants' motion to expedite (0.20).	0.40	\$303.60
09/12/18	Timothy W. Mungovan	219	Communications with J. Roberts regarding discussions with counsel for Altair regarding consolidation of appeals and schedule (0.20); Communications with J. Roberts, M. Hackett, W. Dalsen, J. Levitan and S. Ratner regarding consolidation of appeals (0.30).	0.50	\$379.50
09/12/18	Alexandra K. Skellet	219	Review docket and comment on draft appearances for ERS appeals.	1.20	\$910.80
09/12/18	Kevin J. Perra	219	Review appellate filings (0.20); E-mails with P. Possinger, M. Hackett and J. Roberts regarding same and regarding strategy (0.20).	0.40	\$303.60
09/12/18	Michael R. Hackett	219	Correspondence with legal team regarding bondholders' motions to consolidate and expedite (0.70); Conference with legal team regarding district court cases on appeal (1.00); Draft summaries of decisions in connection with appeal analysis (1.40).	3.10	\$2,352.90
09/12/18	William D. Dalsen	219	Correspondence with team regarding motions to consolidate and expedite ERS appeals.	0.30	\$227.70
09/12/18	Lucy Wolf	219	Compile relevant briefing on ERS appeals for J. Roberts.	0.90	\$683.10
09/12/18	Paul Possinger	219	E-mails with ERS team and Jones Day regarding appeal consolidation.	0.30	\$227.70
09/12/18	Jeffrey W. Levitan	219	Review W. Dalsen, T. Mungovan e-mails regarding Altair motions (0.20); E-mail with T. Mungovan regarding scheduling (0.10); Conference with S. Weise regarding arguments on appeal (0.30); Review J. Roberts e-mail regarding motions (0.10); E-mail with S. Weise regarding scheduling (0.10); Review J. Roberts e-mail regarding consolidation (0.10).	0.90	\$683.10
09/12/18	John E. Roberts	219	Meet and confer with opposing counsel concerning briefing schedule, consolidation, and other appellate issues.	0.40	\$303.60
09/12/18	Stephen L. Ratner	219	E-mail with M. Hackett, T. Mungovan, J. Roberts, P. Possinger, J. Levitan, M. Harris regarding procedural matters regarding appeals.	0.20	\$151.80

33260 FOMB

Invoice 170167959

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 7

Date	Timekeeper	Task	Description	Hours	Amount
09/12/18	Angelo Monforte	219	Revise notices of appearance for T. Mungovan for appeals cases related to Altair order.	0.60	\$156.00
09/12/18	Ralph C. Ferrara	219	Review summary regarding notice of appeal filed by parties in ERS lawsuit.	0.20	\$151.80
09/13/18	Steven O. Weise	219	Conference regarding appeals by bondholders.	0.40	\$303.60
09/13/18	John E. Roberts	219	Participate in team call to discuss Altair appeal (0.60); Meet with M. Hackett and W. Dalsen to discuss substance of Altair appeal (1.10); Meet and confer with opposing counsel concerning procedural motions (0.70); Draft motion to modify briefing schedule (2.80).	5.20	\$3,946.80
09/13/18	Jeffrey W. Levitan	219	Review scheduling order (0.10); E-mail with M. Hackett regarding scheduling (0.10); E-mail S. Weise regarding scheduling (0.10); Teleconference with T. Mungovan, S. Weise, K. Perra regarding appeal issues (0.60).	0.90	\$683.10
09/13/18	Kevin J. Perra	219	Call with M. Hackett, J. Roberts and others regarding appeal issues and strategy (0.60); E-mails with M. Hackett and J. Roberts regarding same (0.20); Review appellate filings (0.40).	1.20	\$910.80
09/13/18	Michael A. Firestein	219	Review recent Circuit filings and docketing statement, motions and other pleadings on appeal.	0.40	\$303.60
09/13/18	Michael R. Hackett	219	Conference with legal team regarding appeal strategy (1.20); Review Court's orders regarding consolidation and expedition (0.20); Review motion for reconsideration (0.50); Revise motion for reconsideration (0.70).	2.60	\$1,973.40
09/13/18	Alexandra K. Skellet	219	Draft and finalize notices of appearance for appeals (0.30); E-mails and calls with A. Monforte regarding same (0.30); Call with J. Roberts regarding appeals and appearances (0.20).	0.80	\$607.20
09/13/18	Paul Possinger	219	Discuss pending appeals and response dates with ERS litigation team.	0.60	\$455.40
09/13/18	Mark Harris	219	Participate in teleconference with team regarding next steps, schedule.	0.60	\$455.40
09/13/18	Chris Theodoridis	219	Participate in portion of Internal conference call regarding appeal filed by ERS bondholders.	0.50	\$379.50

Date	Timekeeper	Task	Description	Hours	Amount
09/13/18	Timothy W. Mungovan	219	Review bondholders' motion to consolidate appeals and for leave to file oversize appellants' brief (0.10); Communications with J. Roberts, M. Harris, S. Ratner, J. Levitan, P. Possinger, M. Hackett and W. Dalsen regarding moving Court for reconsideration on setting briefing schedule and possibility of consolidating all ERS appeals (0.50); Communications with First Circuit and J. Roberts regarding timing of appellees' brief (0.30); Review Court's order granting Altair's motion to expedite (0.20).	1.10	\$834.90
09/13/18	Stephen L. Ratner	219	Conferences and e-mail with J. Roberts, S. Weise, K. Perra, P. Possinger, M. Harris, T. Mungovan, J. Levitan, et al. regarding appeals and scheduling (0.60); Review draft scheduling motion (0.10).	0.70	\$531.30
09/13/18	William D. Dalsen	219	Conference with J. Roberts regarding ERS appellate matters, scheduling, and strategy (1.10); Call with ERS team regarding ERS appeal strategy (0.50); Review draft motion for reconsideration regarding briefing schedule (0.30).	1.90	\$1,442.10
09/14/18	Michael A. Firestein	219	Review motion to modify briefing schedule (0.20); Review orders and related filings in Altair (0.20).	0.40	\$303.60
09/14/18	Paul Possinger	219	E-mails with M. Bienenstock regarding appeal deadline extension (0.20); E-mails with ERS team regarding motion to extend appellee brief deadline (0.20); Review motion to extend appellee brief deadline (0.30); E-mails with team regarding same (0.20).	0.90	\$683.10
09/14/18	Timothy W. Mungovan	219	Revise draft motion for reconsideration seeking more time to file Appellees' brief (0.40); Review Court's order granting appellants' joint motion to consolidate appeals (0.10); Review appellants' joint motion to consolidate appeals (0.10); Communications with J. Roberts, M. Hackett, J. Levitan, P. Possinger, S. Ratner, and M. Bienenstock regarding draft motion for reconsideration seeking more time to file Appellees' brief (0.40).	1.00	\$759.00
09/14/18	Stephen L. Ratner	219	Review draft scheduling motion regarding briefing schedule (0.10); Conferences and e-mail with T. Mungovan, J. Roberts, P. Possinger, et al. regarding same (0.10).	0.20	\$151.80

33260 FOMB

Invoice 170167959

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 9

Date	Timekeeper	Task	Description	Hours	Amount
09/14/18	Jeffrey W. Levitan	219	Review recent opinion on appeal issues (0.30); E-mail S. Weise regarding argument (0.20); Review draft motion for briefing schedule (0.20); E-mail T. Mungovan regarding comments to same (0.20).	0.90	\$683.10
09/14/18	Alexandra K. Skellet	219	Draft caption for motion to modify briefing schedule (1.80); Review joint motion to consolidate cases (0.20); Review order consolidating cases (0.10); Review and edit draft motion to modify briefing schedule (6.10).	8.20	\$6,223.80
09/14/18	Kevin J. Perra	219	Review appellate filings.	0.20	\$151.80
09/14/18	Michael R. Hackett	219	Revise motion to reconsider (0.50); Correspondence with legal team regarding motion to reconsider (0.70); Review bondholders' opening appeal brief (1.50).	2.70	\$2,049.30
09/14/18	John E. Roberts	219	Revise motion to reconsider expedited briefing schedule.	2.30	\$1,745.70
09/14/18	William D. Dalsen	219	Conference with M. Hackett regarding ERS appeal strategy and potential arguments (0.30); Correspondence with A. Bargoot regarding ERS discovery matters in connection with appeal issues (0.20); Review ERS Bondholders' motion to expedite appeal (0.60).	1.10	\$834.90
09/15/18	William D. Dalsen	219	Review appellants' briefs in consolidated appeals.	1.90	\$1,442.10
09/15/18	Michael A. Firestein	219	Review Altair appellate brief (1.30); Review bond fund appellate filing in related ERS appeal (0.70); Draft memorandum in ERS issues on appeal (0.10).	2.10	\$1,593.90
09/15/18	Timothy W. Mungovan	219	Review oppositions of ERS bondholders to appellees' motion for reconsideration on briefing schedule.	0.30	\$227.70
09/15/18	Jeffrey W. Levitan	219	Review ERS brief (0.90); Review White & Case brief (0.80); E-mail with M. Hackett regarding briefs (0.10); Review S. Weise e-mails regarding briefs (0.20); E-mails with M. Bienenstock regarding briefs (0.20).	2.20	\$1,669.80
09/15/18	Stephen L. Ratner	219	E-mail with M. Hackett, S. Weise, T. Mungovan, et al. regarding appeal briefs.	0.10	\$75.90
09/15/18	Steven O. Weise	219	Review appellate briefs.	1.80	\$1,366.20
09/15/18	Martin J. Bienenstock	219	Review ERS brief and White & Case brief.	5.40	\$4,098.60
09/15/18	Kevin J. Perra	219	Review Altair appellate briefs (1.10); E-mails with M. Hackett, W. Dalsen, J. Levitan and S. Weise regarding same (0.30).	1.40	\$1,062.60

33260 FOMB

Invoice 170167959

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 10

Date	Timekeeper	Task	Description	Hours	Amount
09/15/18	Michael R. Hackett	219	Review appeal briefs filed by Bondholders.	2.80	\$2,125.20
09/16/18	Kevin J. Perra	219	E-mails with team regarding Altair appellate briefs.	0.30	\$227.70
09/16/18	Steven O. Weise	219	Draft analysis of issues on appeal.	1.80	\$1,366.20
09/16/18	Jeffrey W. Levitan	219	Review W. Dalsen e-mails regarding Altair brief.	0.20	\$151.80
09/16/18	Ralph C. Ferrara	219	Review summary regarding ERS Takings lawsuit and appellate issues.	0.20	\$151.80
09/16/18	William D. Dalsen	219	Continue review of appellants' briefs in ERS appeals (1.20); Review appellants' response to motion to extend briefing schedule (0.10); Correspondence with team regarding appellants' response to motion to extend briefing schedule (0.10).	1.40	\$1,062.60
09/17/18	John E. Roberts	219	Draft and finalize for filing reply on motion to amend briefing schedule.	4.10	\$3,111.90
09/17/18	Michael A. Firestein	219	Review response by ERS bondholders on briefing schedule (0.20); Review Board reply to same (0.10).	0.30	\$227.70
09/17/18	Jeffrey W. Levitan	219	Review Altair objection to extension of briefing schedule (0.20); Review draft response (0.10); Teleconference with M. Hackett on same (0.10); Review Court of Claims status report (0.30); Review W. Dalsen e-mails regarding Altair filings (0.10).	0.80	\$607.20
09/17/18	Kevin J. Perra	219	E-mails with team regarding extension of time to file appeal brief (0.20); Review opposition and draft reply for same (0.30); Review appellate briefs (1.30); Draft outline of issues regarding same (0.70).	2.50	\$1,897.50
09/17/18	Laurie A. Henderson	219	Electronically file reply in support of motion to modify briefing schedule.	0.30	\$78.00
09/17/18	Michael R. Hackett	219	Revise reply in support of motion for reconsideration of briefing schedule (0.70); Correspondence with legal team regarding reply (0.40); Continue to review appeal briefs filed by bondholders (2.60); Review district Court filings and decisions in connection with appeal issues (1.80).	5.50	\$4,174.50
09/17/18	Alexandra K. Skellet	219	Review and finalize opposition to motion to modify briefing schedule.	1.50	\$1,138.50

33260 FOMB

Invoice 170167959

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 11

Date	Timekeeper	Task	Description	Hours	Amount
09/17/18	Timothy W. Mungovan	219	Review Altair's opposition to motion to extend briefing schedule and draft reply (0.20); Communications with J. Roberts, M. Harris, and M. Hackett regarding Altair's opposition to motion to extend briefing schedule and draft reply (0.30); Revise reply to Altair's opposition to motion to extend briefing schedule and draft reply (0.30).	0.80	\$607.20
09/17/18	Stephen L. Ratner	219	Review appellants' opposition to scheduling motion (0.20); Conferences and e-mail with T. Mungovan, J. Roberts, et al. regarding appellants' opposition to scheduling motion (0.10); Review ERS and White & Case appeal briefs (0.30); E-mail with W. Dalsen, T. Mungovan, S. Weise, et al. regarding same (0.10); Review Altair status report (0.10).	0.80	\$607.20
09/18/18	Michael R. Hackett	219	Review cases cited in bondholders' appeal briefs (1.70); Correspondence with legal team regarding Board's appellate brief (0.80).	2.50	\$1,897.50
09/18/18	Kevin J. Perra	219	Review appellate briefs (0.70); Review lower Court briefs and documents in connection with appeal issues (1.40); Review filings in Altair v. USA for relationship to appeal issues (0.50).	2.60	\$1,973.40
09/18/18	Jeffrey W. Levitan	219	Conference with M. Hackett regarding Altair briefing.	0.20	\$151.80
09/18/18	Lawrence T. Silvestro	219	Retrieve authorities cited in appellants' opening brief.	2.40	\$624.00
09/18/18	William D. Dalsen	219	Continue review and analysis of appellants' briefs in ERS appeal.	3.10	\$2,352.90
09/18/18	Steven O. Weise	219	Draft comments for appeal brief.	3.80	\$2,884.20
09/19/18	Kevin J. Perra	219	Draft outline addressing appeal issues.	1.50	\$1,138.50
09/19/18	Michael R. Hackett	219	Continue to analyze arguments in bondholders' appeal briefs (1.80); Continue to review cases cited in bondholders' appeal briefs (1.10); Research potential arguments for Board appeal brief (0.70).	3.60	\$2,732.40
09/19/18	Timothy W. Mungovan	219	Communications with P. Possinger regarding Retiree Committee's motion to intervene.	0.40	\$303.60
09/20/18	Timothy W. Mungovan	219	Communications with P. Possinger, S. Ratner, M. Rochman, and M. Harris regarding Retiree Committee's request to intervene in appeal (0.40); Comment on Retiree Committee's draft motion to intervene in appeal (0.40).	0.80	\$607.20

33260 FOMB

Invoice 170167959

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 12

Date	Timekeeper	Task	Description	Hours	Amount
09/20/18	Michael R. Hackett	219	Continue to develop arguments in response to bondholders' appeal briefs (1.30); Review filings related to Federal Claims Court case for impact on appeal (0.60).	1.90	\$1,442.10
09/20/18	Paul Possinger	219	Review Retiree Committee draft motions to intervene in ERS appeals (0.40); E-mails with T. Mungovan regarding same (0.30).	0.70	\$531.30
09/20/18	Kevin J. Perra	219	Draft outline of issues regarding appeal points (1.30); Review documents for same (1.10); E-mails with M. Hackett and W. Dalsen regarding same (0.10).	2.50	\$1,897.50
09/20/18	Matthew I. Rochman	219	Analyze Retiree Committee's correspondence regarding efforts to intervene in UTIER and ERS appellate proceedings (0.20); Analyze intervention issues regarding Retiree Committee intervention in underlying UTIER and ERS proceedings (0.30); Draft correspondence to T. Mungovan regarding same (0.20).	0.70	\$531.30
09/20/18	Stephen L. Ratner	219	Conferences and e-mail with T. Mungovan, P. Possinger, et al. regarding Retiree Committee intervention motion.	0.20	\$151.80
09/21/18	Lawrence T. Silvestro	219	Draft notices of appearance for K. Perra and J. Levitan in Altair appeal.	3.20	\$832.00
09/21/18	John E. Roberts	219	Review and analyze district court decision and opening briefs in Altair appeal.	2.10	\$1,593.90
09/21/18	Zachary Chalett	219	Review notices of appearance (0.30); Call with L. Silvestro regarding notices of appearance (0.30).	0.60	\$455.40
09/21/18	Michael A. Firestein	219	Review Puerto Rico Funds opening brief in Altair.	0.50	\$379.50
09/23/18	Steven O. Weise	219	Draft outline of issues for appellate brief.	3.40	\$2,580.60
09/23/18	Timothy W. Mungovan	219	Communications with P. Possinger regarding Retiree Committee's motion to intervene and participate in appeal (0.30); Review Retiree Committee's motion to intervene and participate in appeal (0.30).	0.60	\$455.40
09/24/18	Paul Possinger	219	E-mails regarding ERS bond appeal with Retiree Committee, ERS appellate team.	0.30	\$227.70
09/24/18	Michael R. Hackett	219	Research regarding outline for appeal brief (0.80); Review filings in District Court in connection with same (1.90).	2.70	\$2,049.30
09/24/18	William D. Dalsen	219	Review appellants' briefs (3.60); Draft outline of responsive brief incorporating analysis of appellant brief and prior summary judgment briefing (3.20).	6.80	\$5,161.20



33260 FOMB

Invoice 170167959

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 13

Date	Timekeeper	Task	Description	Hours	Amount
09/24/18	John E. Roberts	219	Draft outline for appellate brief in Altair matter.	7.10	\$5,388.90
09/24/18	Kevin J. Perra	219	Review and revise outline of appellate issues (0.80); Review documents for same (0.70).	1.50	\$1,138.50
09/24/18	Jeffrey W. Levitan	219	Review S. Weise analysis of recent decision (0.20); Review P. Possinger e-mails regarding Retiree Committee motion to intervene (0.1).	0.30	\$227.70
09/24/18	Steven O. Weise	219	Draft outline of issues for appellate brief (2.10); Review authorities for same (2.70).	4.80	\$3,643.20
09/25/18	Kevin J. Perra	219	Revise outline for appellate brief (1.20); Review briefs and documents for same (1.10).	2.30	\$1,745.70
09/25/18	Steven O. Weise	219	Draft outline for brief on appeal.	4.40	\$3,339.60
09/25/18	William D. Dalsen	219	Complete draft responsive appellate brief outline (3.80); Conference call with J. Roberts and M. Hackett regarding responsive appellate brief arguments, legal research, and drafting timeline (1.40); Revise draft responsive appellate brief outline (1.70).	6.90	\$5,237.10
09/25/18	John E. Roberts	219	Meet with Will Dalsen and Mike Hackett to discuss issues on appeal (1.10); Draft appellate brief (3.80).	4.90	\$3,719.10
09/25/18	Carl Mazurek	219	Conduct research regarding collateral issues in connection with appeal.	2.30	\$598.00
09/25/18	Michael R. Hackett	219	Review outline for appeal brief (1.10); Correspondence with legal team regarding outline for appeal brief (1.20); Revise appeal brief (1.40).	3.70	\$2,808.30
09/25/18	Jeffrey W. Levitan	219	E-mail with P. Possinger regarding schedule for appellate brief (0.20); Review relevant recent decision (0.40); Teleconference with J. Roberts regarding opposition brief (0.20); Review M. Hackett e-mail regarding opposition brief (0.10); Review S. Weise analysis of arguments (0.20); Review outline of brief (0.40); E-mail W. Dalsen regarding outline (0.10).	1.60	\$1,214.40
09/25/18	Stephen L. Ratner	219	E-mail with S. Weise, M. Hackett, et al. regarding recent authority relevant to appeal (0.20); Review Retiree Committee's motion to intervene (0.10).	0.30	\$227.70
09/26/18	Michael R. Hackett	219	Analyze outline for appeal brief (0.70); Revise outline for appeal brief (0.80); Conferences with legal team regarding arguments for appeal brief (0.70); Review filings in District Court in connection with appeal brief (1.10).	3.30	\$2,504.70



33260 FOMB

Invoice 170167959

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 14

Date	Timekeeper	Task	Description	Hours	Amount
09/26/18	Timothy W. Mungovan	219	Communications with W. Dalsen regarding outline of arguments for appellees' brief (0.30); Communications with W. Dalsen, S. Weise, J. Levitan, and S. Ratner regarding impact of recent decision (0.20).	0.50	\$379.50
09/26/18	Jeffrey W. Levitan	219	E-mail with S. Weise regarding recent decision (0.10); Review and comment on outline for appeal decision (0.80).	0.90	\$683.10
09/26/18	Stephen L. Ratner	219	Review outline for responsive brief on appeal and related materials (0.20); E-mail with W. Dalsen, S. Weise, J. Levitan, et al. regarding outline for responsive brief on appeal and related materials (0.20).	0.40	\$303.60
09/26/18	Kevin J. Perra	219	Review and analyze appellate outline (1.30); Review documents and research regarding same (0.80).	2.10	\$1,593.90
09/26/18	Steven O. Weise	219	Draft outline of issues for appellate brief.	4.70	\$3,567.30
09/26/18	John E. Roberts	219	Draft appellate brief in ERS/Altair matter.	8.20	\$6,223.80
09/26/18	Carl Mazurek	219	Conduct research regarding collateral issues in connection with appeal.	2.10	\$546.00
09/27/18	William D. Dalsen	219	Correspondence with J. Roberts and S. Weise regarding draft responsive appeal brief.	0.20	\$151.80
09/27/18	John E. Roberts	219	Draft appellate brief in Altair appeal.	11.10	\$8,424.90
09/27/18	Timothy W. Mungovan	219	Communications with J. Roberts and J. Levitan regarding status of motion for enlargement of briefing period.	0.20	\$151.80
09/27/18	Jeffrey W. Levitan	219	Review order regarding UCC intervention (0.10); E-mail with J. Roberts regarding deadline (0.10); Review S. Weise analysis and outline for appeal brief (0.20); E-mail with S. Weise regarding brief outline (0.40).	0.80	\$607.20
09/27/18	Stephen L. Ratner	219	Review outline for responsive appeal brief (0.20); E-mail with S. Weise, J. Roberts, J. Levitan, et al. regarding outline for responsive appeal brief (0.20).	0.40	\$303.60
09/27/18	Steven O. Weise	219	Review issues for appellate brief.	4.10	\$3,111.90
09/27/18	Kevin J. Perra	219	Review outline for appeal (0.90); Review documents for same (0.40); E-mails with J. Roberts regarding same (0.20).	1.50	\$1,138.50

33260 FOMB

Invoice 170167959

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 15

Date	Timekeeper	Task	Description	Hours	Amount
09/28/18	William D. Dalsen	219	Correspondence with J. Roberts regarding responsive appellate brief (0.50); Call with S. Weise, J. Levitan, and J. Roberts regarding arguments and strategy for responsive appellate brief (1.20); Call with M. Hackett regarding ERS responsive appellate brief and proposed arguments (0.20); Call with J. Levitan regarding arguments in and strategy for responsive appellate brief (0.20).	2.10	\$1,593.90
09/28/18	John E. Roberts	219	Draft appellate brief (10.40); Call with S. Weiss, J. Levitan, and W. Dalsen to discuss appellate brief (1.20).	11.60	\$8,804.40
09/28/18	Kevin J. Perra	219	E-mails with J. Levitan, J. Roberts and M. Hackett regarding appellate arguments (0.30); Review and analyze outline for same (1.10); Review briefs and documents for same (0.70).	2.10	\$1,593.90
09/28/18	Stephen L. Ratner	219	Review appeal brief outline (0.40); E-mail with J. Levitan, J. Roberts, S. Weise regarding arguments for appeal (0.40).	0.80	\$607.20
09/28/18	Jeffrey W. Levitan	219	Review S. Weise, J. Roberts e-mails regarding opposition brief (0.20); E-mails with J. Roberts regarding arguments (0.50); E-mail with S. Weise regarding arguments (0.30); Teleconference with J. Roberts, S. Weise, W. Dalsen regarding opposition brief (0.70); Review brief outline with W. Dalsen (0.40); Teleconference with S. Weise regarding certain appeal issue (0.20); E-mail with J. Roberts regarding deadline for filing (0.10).	2.40	\$1,821.60
09/28/18	Michael R. Hackett	219	Review correspondence from team regarding appeal brief (0.60); Correspondence with legal team regarding appeal brief (0.50); Review court filing in District Court regarding arguments to make on appeal (1.40).	2.50	\$1,897.50
09/28/18	Steven O. Weise	219	Draft analysis for appellate brief.	5.60	\$4,250.40
09/29/18	Steven O. Weise	219	Draft analysis of issues for appellate brief.	5.20	\$3,946.80
09/29/18	Michael R. Hackett	219	Analyze arguments for appeal brief.	1.70	\$1,290.30
09/29/18	John E. Roberts	219	Draft appellate brief.	2.40	\$1,821.60
09/29/18	William D. Dalsen	219	Draft statement of facts and argument sections for responsive appellate brief.	0.70	\$531.30
09/30/18	John E. Roberts	219	Draft appellate brief in ERS-Altair matter.	10.40	\$7,893.60

33260 FOMB

Invoice 170167959

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 16

Date	Timekeeper	Task	Description	Hours	Amount
09/30/18	Jeffrey W. Levitan	219	E-mail with J. Roberts regarding certain relevant legislation (0.20); Review S. Weise e-mails regarding financing statements (0.10); Review S. Weise analysis of certain relevant legislation (0.20).	0.50	\$379.50
09/30/18	Steven O. Weise	219	Draft analysis of issues for appellate brief.	6.60	\$5,009.40
09/30/18	William D. Dalsen	219	Correspondence with J. Roberts regarding responsive appellate brief (0.20); Continue drafting statement of facts and argument sections for responsive appellate brief (3.10).	3.30	\$2,504.70
<b>Appeal</b>				<b>281.50</b>	<b>\$208,119.60</b>
<b>Total for Professional Services</b>					<b>\$220,103.10</b>

33260 FOMB

Invoice 170167959

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 17

**Timekeeper Summary**

<b>Timekeeper</b>	<b>Status</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
JEFFREY W. LEVITAN	PARTNER	13.70	759.00	\$10,398.30
KEVIN J. PERRA	PARTNER	25.60	759.00	\$19,430.40
MARK HARRIS	PARTNER	0.60	759.00	\$455.40
MARTIN J. BIENENSTOCK	PARTNER	5.40	759.00	\$4,098.60
MICHAEL A. FIRESTEIN	PARTNER	4.40	759.00	\$3,339.60
PAUL POSSINGER	PARTNER	6.30	759.00	\$4,781.70
RALPH C. FERRARA	PARTNER	3.30	759.00	\$2,504.70
STEPHEN L. RATNER	PARTNER	4.50	759.00	\$3,415.50
STEVEN O. WEISE	PARTNER	46.60	759.00	\$35,369.40
TIMOTHY W. MUNGOVAN	PARTNER	8.20	759.00	\$6,223.80
<b>Total for PARTNER</b>		<b>118.60</b>		<b>\$90,017.40</b>
ALEXANDRA K. SKELLET	ASSOCIATE	11.70	759.00	\$8,880.30
CHRIS THEODORIDIS	ASSOCIATE	0.50	759.00	\$379.50
JOHN E. ROBERTS	ASSOCIATE	69.80	759.00	\$52,978.20
LUCY WOLF	ASSOCIATE	3.00	759.00	\$2,277.00
MATTHEW I. ROCHMAN	ASSOCIATE	0.70	759.00	\$531.30
MICHAEL R. HACKETT	ASSOCIATE	46.40	759.00	\$35,217.60
WILLIAM D. DALSEN	ASSOCIATE	31.60	759.00	\$23,984.40
ZACHARY CHALETT	ASSOCIATE	0.60	759.00	\$455.40
<b>Total for ASSOCIATE</b>		<b>164.30</b>		<b>\$124,703.70</b>
ANGELO MONFORTE	LEGAL ASSISTANT	6.10	260.00	\$1,586.00
EAMON WIZNER	LEGAL ASSISTANT	1.30	260.00	\$338.00
LAWRENCE T. SILVESTRO	LEGAL ASSISTANT	5.60	260.00	\$1,456.00
<b>Total for LEGAL ASSISTANT</b>		<b>13.00</b>		<b>\$3,380.00</b>
CARL MAZUREK	LAW CLERK	4.40	260.00	\$1,144.00
<b>Total for LAW CLERK</b>		<b>4.40</b>		<b>\$1,144.00</b>
LAURIE A. HENDERSON	LIT. SUPPORT	3.30	260.00	\$858.00
<b>Total for LIT. SUPPORT</b>		<b>3.30</b>		<b>\$858.00</b>
<b>Total</b>		<b>303.60</b>		<b>\$220,103.10</b>

**For Charges and Disbursements**

<b>Date</b>	<b>Timekeeper</b>	<b>Type</b>	<b>Description</b>	<b>Amount</b>
09/12/2018	Alexandra K. Skellet	REPRODUCTION	REPRODUCTION	\$8.20
09/15/2018	Michael A. Firestein	REPRODUCTION	REPRODUCTION	\$5.80
09/15/2018	Michael A. Firestein	REPRODUCTION	REPRODUCTION	\$10.10
09/18/2018	Michael R. Hackett	REPRODUCTION	REPRODUCTION	\$7.20
09/18/2018	Michael R. Hackett	REPRODUCTION	REPRODUCTION	\$10.40
			<b>Total for REPRODUCTION</b>	<b>\$41.70</b>

33260 FOMB

Invoice 170167959

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0045 ERS TITLE III - ALTAIR

Page 18

Date	Timekeeper	Type	Description	Amount
09/18/2018	Lawrence T. Silvestro	LEXIS	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	\$83.00
09/18/2018	Eamon Wizner	LEXIS	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	\$81.00
<b>Total for LEXIS</b>				<b>\$164.00</b>

Date	Timekeeper	Type	Description	Amount
09/14/2018	William D. Dalsen	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000001 Lines	\$119.00
<b>Total for WESTLAW</b>				<b>\$119.00</b>

#### Charges and Disbursements Summary

Type of Disbursements	Amount
REPRODUCTION	41.70
LEXIS	164.00
WESTLAW	119.00
<b>Total Expenses</b>	<b>\$324.70</b>
<b>Total Amount for this Matter</b>	<b>\$220,427.80</b>